MARVEL

SPIDER-MAN

JR JR

THE NEXT CHAPTER

VOLUME TWO

SPIDER-MAN

THE NEXT CHAPTER

VOLUME TWO

WRITERS
JOHN BYRNE, HOWARD MACKIE, J.M. DEMATTEIS & TOM BREVOORT
PENCILERS
JOHN BYRNE, JOHN ROMITA JR., AL RIO, LIAM SHARP, SEAN PHILLIPS & GEOF ISHERWOOD
INKERS
SCOTT HANNA, DAN SCHAETER, LIAM SHARP, RAY KRYSSING, JOHN BYRNE, JOHN BEATTY, RODNEY RAMOS & SEAN PHILLIPS
COLORISTS
GREGORY WRIGHT, JOE ROSAS, MARK BERNARDO, JOHN KALISZ & LIAM SHARP
LETTERERS
RICHARD STARKINGS & COMICRAFT WITH LIZ AGRAPHIOTIS & TROY PETERI
EDITOR
RALPH MACCHIO

FRONT COVER ARTISTS
JOHN ROMITA JR. & SCOTT HANNA
BACK COVER ARTIST
JOHN BYRNE
COLLECTION EDITOR
MARK D. BEAZLEY
ASSISTANT EDITORS
NELSON RIBEIRO & ALEX STARBUCK
EDITOR, SPECIAL PROJECTS
JENNIFER GRÜNWALD
SENIOR EDITOR, SPECIAL PROJECTS
JEFF YOUNGQUIST
RESEARCH
ROB LONDON
LAYOUT
JEPH YORK
PRODUCTION
RYAN DEVALL

SENIOR VICE PRESIDENT OF SALES
DAVID GABRIEL
SVP OF BRAND PLANNING & COMMUNICATIONS
MICHAEL PASCIULLO

DIGITAL MANAGER/PRODUCTION
TIM SMITH 3
DIGITAL PRODUCTION
KOU CHEN & RACHEL YOUNG

EDITOR IN CHIEF
AXEL ALONSO
CHIEF CREATIVE OFFICER
JOE QUESADA
PUBLISHER
DAN BUCKLEY
EXECUTIVE PRODUCER
ALAN FINE

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

MARVEL COMICS

JULY
#7

APPROVED BY THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN®

MACKIE
BYRNE
HANNA

BRAVE NEW WORLD!

WWW.MARVEL.COM

"AND SO IT BEGINS."

KNOK KNOK KNOK

KNOK KNOK KNOK

Huh?

KNOK KNOK KNOK

WHAT THE --?

MR THOMPSON, WE'RE NEEDED!

WHAT'S WITH THE "Mr. THOMPSON" STUFF, SPIDEY OL' BUDDY! IT'S JUST **ME**... **FLASH!**

I KNOW, PAL, JUST TRYING TO INJECT A LITTLE HUMOR INTO WHAT LOOKS LIKE IT'S GOING TO BE A HECK OF A DAY!

WHAT'S UP?

THE FANTASTIC FOUR ARE IN TROUBLE! THEY NEED **OUR** HELP!

GIVE ME A MINUTE!

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

IT'S DOCTOR DOOM... HE'S BACK, TAKEN OVER THE BAXTER BUILDING AND THE FF HAVE ALREADY FALLEN.

THEN WE'D BETTER SPEED IT UP, SPIDEY!

I'VE GOT A DATE LATER TONIGHT AND WAS HOPING TO GET A HAIRCUT!

WHO YOU SEEING TONIGHT?

I HAVEN'T DECIDED YET.

"THIS IS AN INTERESTING DEVELOPMENT."

STAN LEE PRESENTS

THE PERFECT WORLD PART 1

HEROES & VILLAINS

HOWARD MACKIE/JOHN BYRNE STORY AND ART SCOTT HANNA INKS
GREGORY WRIGHT COLORS RS/COMICRAFT'S LIZ AGRAPHIOTIS LETTERS
RALPH MACCHIO EDITOR BOB HARRAS EDITOR IN CHIEF

YAY! IT'S SPIDEY AND FLASH!

HOO! HOO! NOW DOOM IS GONNA GET IT!

WHAT'S THE WORD, CAPTAIN STACY?

IT'S DOOM AGAIN, FLASH!

YOU'D THINK THAT AFTER THE WAY YOU AND SPIDER-MAN DEALT WITH HIM THE LAST TIME, HE'D HAVE THOUGHT TWICE BEFORE SHOWING HIS UGLY MUG AROUND HERE AGAIN.

HE HASN'T EVEN MADE ANY DEMANDS YET.

THOUGH I ASSUME IT'S THE SAME OLD CONQUEST OF THE PLANET STUFF.

WE'LL SEE WHAT WE CAN DO, CAP.

Oh, FLASH, I SHOULD WARN YOU THAT --

FLASH!

-- THE GIRLS HAVE BEEN LOOKING FOR YOU!

MARY JANE WATSON! YOU KNOW VERY WELL THAT FLASH IS MINE!

SINCE WHEN?

HE MAY HAVE LIKED YOU BACK IN HIGH SCHOOL, BUT...

...NOW HE'S INTERESTED IN A WOMAN!

WHY YOU LITTLE --

LET'S NOT FORGET WE ARE LADIES, GIRLS!

BACK OFF, BETTY! I KNOW YOU'VE BEEN EYEING FLASH TOO!

HOW DO YOU DO IT, MY MAN?

FWAKOOM

SPIDEY! DOOM IS UP TO NO GOOD!

SEE THAT THESE PEOPLE ARE *EVACUATED* FROM THE AREA...

...I'M GOING *IN!*

FLASH

"FASCINATING."

SIGH

EXCELLENT!

THINGS PROGRESS APACE!

WHATTA YA UP TO THIS TIME, DOOM?

MUCH MORE THAN YOUR SIMPLE MIND COULD EVER *HOPE* TO FATHOM, *THING!*

ANSWER BEN, DOOM! WHAT ARE YOU *TRYING* TO DO? AND WHAT HAVE YOU *DONE* WITH *REED?*

CERTAINLY, SUSAN, *ANYTHING* FOR YOU. I AM USING YOUR HUSBAND'S LABORATORY TO BRING FORTH ALLIES I HAVE MADE...

...WITHIN THE *NEGATIVE ZONE.* TOGETHER WE WILL CONQUER THIS PLANET, I WILL TAKE MY RIGHTFUL PLACE AS KING, AND THEN WE WILL SET OUR SIGHTS TOWARD OTHER WORLDS!

AS FOR YOUR PITIABLE HUSBAND... HE WAS THE *FIRST* OF YOU TO FALL.

DON'T... DO IT, DOOM.

YOU SPEAK?

YOU DON'T KNOW WHAT YOU'RE DOING! I *KNOW* WHO YOUR *"ALLIES"* ARE AND THEY CANNOT BE TRUSTED. THEY WILL NEVER ALLOW YOU TO RULE THEM! THEY --

SILENCE!

ARRRRGH!

YOUR HUSBAND HAS *ALWAYS* BEEN A SMALL-MINDED *WEAKLING,* SUSAN.

IT IS A TRUE SIN FOR ONE AS BEAUTIFUL AS YOU TO BE WASTED ON THE *LIKES* OF HIM.

BUT TIME DOES HAVE A WAY OF CORRECTING LIFE'S LITTLE IMBALANCES.

YOU WILL COME TO LOVE ME AS YOUR HUSBAND.

NEVER!

THEN YOU WILL SERVE ME AS YOUR *KING!*

SHEESH! TALK ABOUT YOUR *DELUSIONS OF GRANDEUR!*

SPIDEY!

HEY, *TORCH,* YOU'RE LOOKING A BIT WET!

NO SWEAT! GIVE *US* A CHANCE TO PUT DOOM DOWN FOR THE COUNT AND I'LL GET YOU A TOWEL.

HOW IS IT GUYS LIKE YOU AND DOC OCK ARE *ALWAYS* SHOWING UP IN OUR BACKYARD...?

...I THOUGHT DOCTORS DIDN'T MAKE HOUSECALLS ANYMORE!

THONK

HOW'S IT GOING OVER THERE, PAL O' MINE?

ANYTIME YOU FEEL LIKE JUMPING IN AND HELPING THE WORLD... I'D BE OKAY WITH IT!

YOU KNOW THIS GUY *DID* JUST TAKE OUT THE ENTIRE FF BY HIMSELF!

JUST KEEP HIM BUSY FOR A FEW MORE MINUTES, BUDDY...

...YOU'RE ABOUT TO GET MORE REINFORCEMENTS THAN YOU CAN IMAGINE!

FLASH THOMPSON!

I WAS WONDERING WHEN YOU WERE GOIN' TA GET AROUND TO MAKIN' AN APPEARANCE.

COME ON, BEN, YOU THINK I'D LET DOOM HURT *YOU?*

NOT WITH YOU STILL OWING ME FIFTY FROM LAST WEEK'S POKER GAME!

NOW HOLD STILL.

FAZZAT!

GRR! NOW I'M GONNA RIP OLD LEAD BUTT A NEW --

WAIT! WE'VE GOT TO *FREE* REED FIRST!

HOW DO YOU DO IT, THOMPSON? HOW DO YOU STAY SO COOL UNDER FIRE?

HEALTHY LIVING AND GOOD FRIENDS WATCHING MY BACK!

OKAY, REED, TAKE IT EASY. NOW WE'LL GET THE HUMAN TORCH AND SUE AND --

NO! THEY CAN WAIT!

IF DOOM HAS DONE WHAT I FEAR HE'S DONE... THE WHOLE UNIVERSE IS AT RISK!

SPIDEY! I NEED YOU TO KEEP HIM BUSY A LITTLE WHILE LONGER! YOU UP TO IT?

IF *YOU* THINK I AM, FLASH!

GO FOR IT!

YOIKS!

WHAT DID HE DO?

EXACTLY THAT WHICH I FEARED...

...DOOM IS TEARING A HOLE IN THE SPACE-TIME CONTINUUM IN AN EFFORT TO BREACH THE NEGATIVE ZONE.

THIS PORTAL IS FAR TOO UNSTABLE FOR SUCH A MASSIVE OUTPUT OF ENERGIES.

WE'VE GOT TO SHUT IT DOWN BEFORE --

LET'S NOT GO INTO THE WHOLE "BEFORE" THING, OKAY?

I'D RATHER NOT KNOW EXACTLY WHAT IS AT RISK HERE.

POINT ME IN A DIRECTION, TELL ME WHAT TO DO...

...AND LET'S CLOSE THIS THING DOWN!

I HATE TO ASK THIS OF YOU, FLASH, BUT...

...IF YOU CAN JUST GET CLOSE ENOUGH TO THE PORTAL WITHOUT BEING PULLED IN... THEN I CAN GET A DIRECT BEARING ON YOU WITH THE TRAN --

WHOA! LET'S BACK UP TO THE "WITHOUT BEING PULLED IN" PART!

FOOLISH, HUMAN!

I HAVE NO INTEREST IN PULLING YOU *IN!*

YOU ARE SIMPLY BEING USED AS AN ANCHOR TO BRING...

BLASTAAR

INTO YOUR WORLD FROM THE DEPTHS OF SUB-SPACE!

WHAT'S THIS? FLASH THOMPSON?

DOOM SAID NOTHING ABOUT YOU TO US! HE SAID WE WOULD ONLY BE FACING THE FANTASTIC FOUR!

WELCOME TO THE REAL WORLD, BLASTI! SO WHAT'S WITH THE US?

WHAT? DOOM!

WHEN I GET MY HANDS ON YOU FOR THIS BETRAYAL I WILL TEAR THE BEATING HEART FROM YOUR WARM-BLOODED MAMMALIAN BODY!

ANNIHILUS! TO ME! IT IS THE ACCURSED FLASH THOMPSON!

THE PORTAL IS OUT OF CONTROL! OUR ARMIES HAVE BEEN LEFT BEHIND!

WHERE ARE YOU, DOOM?

OOLPH!

HERE HE IS, ANNI!

HEY, FLASH, YOU *NEED* A *HAND* WITH BLUE AND HAIRY OVER THERE?

NAH! HIS *BARK* IS WORSE THAN HIS *BLAST!*

UGPH!

IS THAT *RIGHT*, THOMPSON! YOU HAVE *HUMILIATED* ME FOR THE *LAST TIME!*

YOU WANT TO PUT MONEY ON *THAT* ONE, BLASTAAR?

WAIT! WAIT! HE'S GOING TO DO THE CAT'S CRADLE THINGY WITH THE WEBS.

ARRRGH! MY HANDS ARE *STUCK* IN YOUR CONFOUNDED *WEBBING!*

SURE ARE! AND I'M BETTING IF YOU TRY TO *BLAST* YOUR WAY *OUT*, YOU WIND UP BLOWING YOUR OWN HANDS *OFF!* EVEN YOU'RE NOT *THAT* DOPEY!

WE GOTTA *HELP*, REED!

NO! WE'LL JUST BE IN THE *WAY!* FLASH AND SPIDER-MAN HAVE GOT THINGS *UNDER CONTROL* AS *USUAL!*

OKAY, GUYS, IT'S *TIME* FOR EVERYBODY TO GO *BACK* WHERE THEY BELONG! HOME *SWEET* HOME!

AND SINCE YOU SEEM TO BE *SO SMITTEN* WITH THE *NEGATIVE ZONE*, DOOM...

...YOU CAN *JOIN* THEM!

NO, THOMPSON! I'LL TAKE YOU *WITH* ME! I'LL SEE YOU --

NOT TODAY, DOOMSIE!

THWAP

I'LL BE *BACK*, THOMPSON! I *SWEAR* I *WILLLLL*...

TELL ME *SOMETHING* I HAVEN'T *HEARD* BEFORE, *METAL MOUTH!*

CLK

BAD GUYS ARE GONE, PORTAL IS CLOSED, SWITCH IS THROWN...

...AND THE WORLD IS *SAVED!*

JUST ANOTHER DAY IN THE LIFE OF --

FLASH!!

YOU WERE *Incredible!*

HOW CAN I *EVER* THANK YOU?

Hmmmm! YOU SEEM TO BE DOING A *PRETTY GOOD JOB* OF IT, BUT... WHAT *ABOUT* YOUR *HUSBAND?*

THAT'S OKAY, FLASH! I ONLY WANT SUE TO BE *HAPPY!*

THANKS, REED. YOU ARE ONE *LUCKY MAN.*

LET'S GO TELL THE BLASTED WORLD THAT FLASH THOMPSON AND SPIDEY SAVED OUR BUTTS... AGAIN!

Er... GUYS... DON'T YOU THINK THIS IS A LITTLE *MUCH?*

I MEAN... WE WERE ONLY DOING WHAT *HAD* TO BE *DONE!*

ENOUGH MODESTY, SON...

... YOU DESERVE EVEN *MORE* THAN THIS LITTLE PARADE!

THAT'S RIGHT, GUYS, THE MAYOR HAS A LITTLE SOMETHING *EXTRA* COOKED UP FOR YOU ON THE STEPS OF *CITY HALL.*

CITY HALL

GENTLEMEN, STEP FORWARD, PLEASE!

IT IS MY **HONOR,** AS MAYOR OF THIS FAIR METROPOLIS, TO PRESENT YOU WITH THE **KEY** TO THE CITY!

THANK YOU, **MAYOR OSBORN.** THIS MEANS A LOT TO ME COMING FROM **YOU!**

JUST ONE COTTON-PICKING **MINUTE!**

HOW *DARE* YOU GIVE THESE *TWO* COSTUMED VIGILANTES SUCH AN *HONOR!*

JAMESON.

DOESN'T ANYONE *READ* THE *DAILY BUGLE* ANYMORE?

CAN'T YOU SEE WHAT A *MENACE* THESE *TWO* ARE TO *SOCIETY?*

TAKE IT *EASY,* JONAH.

I'LL TAKE IT EASY...

...WHEN YOU'RE UNMASKED AND *EXECUTED* FOR THE CRIMINALS YOU *ARE!*

JONAH...

...SHUT UP!

WHOK

TALK ABOUT YOUR "MENACES TO SOCIETY."

THANKS FOR HANDLING THAT, SPIDER-MAN. IT'S ***ABOUT TIME SOMEONE*** PUT THAT ***MAN*** IN HIS ***PLACE!***

FLASH, DO YOU THINK YOU COULD SAY A FEW ***WORDS*** TO YOUR ADORING ***PUBLIC?*** YOU KNOW IT WOULD MEAN THE ***WORLD*** TO ***THEM.***

OF COURSE, YOUR HONOR.

FLASH IS THE MAN!

GO FLASH GO!!

FLASH WE ♡ YA!!

FELLOW CITIZENS! TODAY I ***FEEL*** LIKE THE ***LUCKIEST*** MAN ON THE FACE OF THIS...

... THIS ...

FLASH! WHAT'S UP? ARE YOU OKAY?

Er... YEAH... I THINK... IT'S JUST THAT SUDDENLY I FELT LIKE... NOT QUITE RIGHT! I'M SURE IT WAS NOTHING.

ENOUGH WITH THE SPEECHES! THANK YOU, EVERYBODY!

NOW LET'S PARTY!

NO!

FLASH THOMPSON WAS CORRECT... SOMETHING IS NOT RIGHT!

WHAT WOULD THAT BE, PETER DEAR?

I'M NOT SURE, AUNT MAY, BUT... IT'S... A WEIRD FEELING... I DON'T KNOW HOW TO DESCRIBE IT... LIKE THE WORLD IS A BIT OFF CENTER.

PERHAPS I SHOULD CALL THE DOCTOR, PETER.

YOU ARE LOOKING A BIT *PALE.*

I'M GOING TO GET THE THERMOMETER AND --

STOP DOTING ON THE BOY, MAY!

HE'S *FINE!* JUST NEEDS TO GET HIS NOSE OUT OF THE BOOKS AND INTO THE FRESH AIR... RIGHT PETE?

SURE, UNCLE BEN, YOU'RE RIGHT...

EVERYTHING'S FINE... IT'S... *PERFECT!*

NEXT ISSUE:

KINGPIN! THE RED SKULL! VENOM! CARNAGE!

AND A CAST OF THOUSANDS AS ALL TRUTHS ARE REVEALED! IN "A PERFECT WORLD" PART 2.

MARVEL COMICS

AUG #8

APPROVED BY THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN®

YOU WON'T BELIEVE WHO KILLS SPIDER-MAN® THIS ISSUE!

"TIME TO CONTINUE..."

Er... *FLASH...* YOU WANNA HURRY UP WITH DISARMING THIS BOMB, OR WHAT?

THE LITTLE HAND IS ON THE 11 AND THE BIG HAND IS ON THE *BOOM!* I'M THINKING TIME HAS JUST ABOUT RUN OUT AND THE WHOLE RADIATION THING MAKES ME *NERVOUS!*

YEAH! YEAH! YEAH! I'VE ALMOST GOT IT, *SPIDER-MAN!*

IT'S JUST DOWN TO THE RED WIRE OR THE BLUE WIRE. I *HATE* THIS PART!

DO ME A FAVOR AND TAKE CARE OF THE FEW REMAINING OF THE *RED SKULL'S* AND *KINGPIN'S* GUYS, WHILE I DECIDE WHICH WIRE TO CUT, WILL YA?

"FEW REMAINING?" ER...

STAN LEE PRESENTS

THE PERFECT WORLD PART 2

THE MAN BEHIND THE CURTAIN!

...SURE! NO PROBLEM, BUDDY.

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

HOWARD MACKIE/JOHN BYRNE STORY AND ART SCOTT HANNA FINISHES
JOE ROSAS COLORS RS AND COMICRAFT'S LIZ AGRAPHIOTIS LETTERS
RALPH MACCHIO EDITOR BOB HARRAS EDITOR IN CHIEF

YOU KNOW, AFTER WE SAVE THE WORLD... *AGAIN*... YOU AND I ARE GOING TO HAVE TO SIT DOWN AND TALK ABOUT THIS *EQUAL* PARTNERSHIP THING!

I'M THINKING I COULD CUT THE WIRES JUST AS EASILY AS YOU COULD!

I'M MAKING A MENTAL NOTE OF THAT RIGHT NOW.

NEXT TIME *SPIDER-MAN* DISARMS THE BOMB!

FLASH

RED... BLUE?

RED... BLUE?

RED... BLUE?

009

007

020

NOT THAT *THIS* PART ISN'T *FUN* AND ALL, BUT...

...SOMETIMES I'D LIKE TO BE TREATED AS SOMETHING MORE THAN A MASK AND WEB-FLUID!

FLASH

YOU WERE *RIGHT*, SPIDEY...

...YOU *COULD* HAVE HANDLED THIS!

GEE... *THANKS*, THOMPSON!

SO, DO YOU THINK YOU CAN *AT LEAST* HANDLE THE PERPETRATORS OF THIS MAYHEM BEFORE THEY GET AWAY?

ALREADY ON IT, BUDDY!

FISK! WHAT ARE YOU DOING WORKING WITH A NEO-FASCIST LIKE THE RED SKULL?

WHAT... IS HE GIVING YOU HAIR STYLING TIPS?

WELL, YOU TWO SHOULD HAVE PLENTY OF TIME...

...TO PLOT YOUR *NEXT* WORLD TAKEOVER WHILE YOU SHARE A JAIL CELL!

"THIS JUST KEEPS GETTING MORE AND MORE INTERESTING, BUT I AM NO CLOSER TO THE ANSWERS I SEEK."

LADIES AND GENTLEMEN, ONCE AGAIN...

...IT IS MY *GREAT* PLEASURE TO PRESENT TO YOU THE HEROES OF THE HOUR... *FLASH THOMPSON* AND *SPIDER-MAN!*

GO! FLASH GO!

FLASH 4 EVER

FLASH

MARRY ME FLASH!

FLASH!!!

MARY JANE! GWEN! SMILE! THE PRESS IS OUT IN FULL-FORCE TODAY!

THE REST OF THE WORLD LOVES YOU ALMOST AS MUCH *AS* WE DO, FLASH!

YOU SHOULD ACCEPT THE NOMINATION FOR PRESIDENT, HONEY. THIS COUNTRY *NEEDS* YOU!

NO! THIS ISN'T RIGHT.

SOMETHING IS TERRIBLY *WRONG* WITH ALL THIS!

PETER? *PETER PARKER?* I HAVEN'T SEEN YOU IN FOREVER! NOW WHY DON'T YOU SETTLE DOWN AND TELL ME WHAT'S BOTHERING YOU.

YOU! SPIDER-MAN! ALL OF IT!

LOOK! I'VE DONE THE RESEARCH! IT'S SOME SORT OF SPACE-TIME ANOMALY, OR... OR... IT'S JUST ALL *WRONG!*

DON'T WORRY. Mr. THOMPSON, WE'VE GOT IT UNDER CONTROL.

CALM DOWN, BUDDY. EVERYTHING IS GOING TO BE JUST FINE.

FLASH, PLEASE... IT'S PETER. WE DO OWE HIM SOMETHING! ESPECIALLY WITH ALL HE'S GONE THROUGH SINCE THE ACCIDENT.

YOU'RE RIGHT, GWEN. I DON'T KNOW *WHAT* I WAS THINKING.

I'LL HANDLE THIS OFFICERS.

PETER, I WANT YOU TO TAKE A BREATH AND TELL ME WHAT YOU'VE DISCOVERED.

NICE AND SLOW, SO THAT EVEN A FORMER JOCK LIKE *ME* CAN UNDERSTAND, OKAY?

DON'T HUMOR ME, FLASH! I'M, NOT SOME CRAZED *IMBECILE!*

JUST *LOOK* AT THESE PAPERS! IT'S *WRONG!*

ALL WRONG!

MARY JANE, MAYBE ONE OF US SHOULD GO WITH HIM. WE CAN CALL HIS AUNT AND UNCLE.

WOULD YOU *LIKE* THAT, PETER?

YOU TRIED, BUDDY.

YES! THAT WOULD BE *GOOD!*

WHICH ONE OF US WOULD YOU LIKE TO COME WITH YOU PETER? ME OR MARY JANE?

YOU, GWEN. *PLEASE!*

EVERYTHING IS GOING TO BE OKAY.

I *LOVE* YOU, PETER. I'VE ALWAYS *LOVED* YOU.

YOU AND I WERE *ALWAYS* MEANT TO BE TOGETHER.

I SEE THAT NOW... DON'T YOU?

YES, GWEN...

...JILL...

...I MEAN --

NO!

THIS ISN'T *RIGHT!*

IT'S ALL *MIXED* UP!

THIS ISN'T THE WAY IT'S SUPPOSED TO BE!

WHY WAS I IN A WHEELCHAIR? WHY CAN'T I *WALK!*

IT WAS THE ACCIDENT, PETER. YOU REMEMBER THE ACCIDENT, DON'T YOU?

THE ACCIDENT?

YOU WERE THE ONLY ONE OF US WHO WANTED TO GO SEE Dr. OCTAVIUS AND HIS RADIATION EXPERIMENTS.

AND THEN... THINGS WENT SO HORRIBLY WRONG.

THE DOCTORS SAID IT WAS A MIRACLE YOU SURVIVED.

NO, GWEN, LISTEN TO ME. THIS IS NOT RIGHT. I'M NOT CRAZY, BUT...

WHAT ABOUT MJ. SHE'LL KNOW. SHE'LL REMEMBER.

MJ AND FLASH ARE GETTING MARRIED TODAY, PETER.

WHAT?

NO!

PETER, PLEASE! YOU'RE SCARING ME!

YOU'RE GOING TO HURT YOURSELF --

THUNK

PETER!

I AM NOT "PUNY PARKER"! I WASN'T CRIPPLED IN THE EXPLOSION.

THIS ISN'T RIGHT!

I SHOULDN'T BE IN A WHEEL-CHAIR.

I...

YES!

"NOW THINGS ARE GETTING FASCINATING. I FEEL I AM CLOSE TO AN ANSWER."

WILL YOU LOOK AT THIS... THE MIGHTY FLASH THOMPSON CAN STARE DOWN GALACTUS HIMSELF, BUT A LITTLE WEDDING AND...

IT'S NOT THAT, SPIDEY!

I *HOPE* NOT. YOU *ARE* MARRYING THE MOST BEAUTIFUL WOMAN IN THE WORLD!

I KNOW, BUT SOME OF THE STUFF THAT PARKER SAID...

COME ON, FLASH, YOU'RE NOT GOING TO LET CRAZY PARKER GET TO YOU? YOU'RE DUE OUT THERE IN TEN MINUTES.

I'M GOING TO GO IN AND CHECK OUT THE CROWD. MAYBE THAT'LL CLEAR MY HEAD.

WHOK

OUT COLD! NOW TO SEE WHO IT IS UNDERNEATH THE MASK!

OF COURSE! I SHOULD HAVE GUESSED!

WHO *ELSE* COULD PULL OFF A STUNT LIKE THIS!

BUT HE'S *NEVER* BEEN *THIS* POWERFUL!

AND IF HE'S UNCONSCIOUS...

WHY IS THE ILLUSION STILL GOING ON?

HMMM?

MUST BE TIED IN TO FLASH SOMEHOW.

WELL THERE'S ONLY ONE THING TO DO...

...SHOW FLASH THE *TRUTH* OF IT ALL AND SEE IF HE CAN HELP --

HEY, SPIDEY! WHERE'VE YOU BEEN? HOPE YOU DIDN'T LOSE THE RINGS!

FRAK-OOM

WHAT THE --?

ER, FLASH, THIS MIGHT SEEM LIKE AN AWKWARD TIME, BUT...

YOU AND I REALLY HAVE GOT TO TALK!

SO... DO YOU HAVE A MINUTE?

OH, YEAH! I'VE GOT ALL THE TIME IN THE WORLD!

WHAT DID YOU WANT TO TALK ABOUT?

THE STUFF THAT PARKER TOLD YOU... ABOUT EVERYTHING SEEMING WRONG...

YEAH...?

WELL... I'VE GOT THE SAME SNEAKING SUSPICION! I'M THINKING THAT THIS IS ALL A SCHEME OF --

SPLOOSH

NONE OF THIS IS REAL!

NONE OF THIS IS REAL!

NONE OF THIS IS REAL!

BUT, BOY, DOES IT HURT!

NOT TO WORRY, SPIDEY! I'VE GOT YOU COVERED!

NOW *WHAT* WAS IT YOU WERE TRYING TO TELL ME? WHO'S BEHIND ALL THIS?

C'MON, FLASH! LOOK! THINK! WHO IS THE ONE VILLAIN WHO IS *NOT* HERE? WHAT DOES *HE* DO?

GO WITH YOUR *GUT*. DOES *ANY* OF THIS FEEL RIGHT FOR YOU?

I...

I... WHAT WAS THAT? I SUDDENLY FELT LIKE...

...LIKE I WAS SOMEWHERE ELSE!

THAT'S IT, FLASH! HANG ON TO THAT FEELING!

AND NOW LOOK AROUND.

THEY'RE ALL HERE... VENOM, DOC OCK, THE GOBLINS, THE VULTURE... ALL BUT *ONE*.

BINGO! THE MAN BEHIND THE CURTAIN AND, UP UNTIL A FEW MINUTES AGO, BEHIND THE MASK I'M WEARING!

THIS IS *IMPOSSIBLE!*

YOU SHOULD NOT BE ABLE TO *DO* THIS! *YOU*, SPIDER-MAN, SHOULD NOT EVEN BE HERE!

MYSTERIO!

BUT WE *ARE*... AND I *AM!*

THE REAL QUESTION IS HOW ARE *YOU* DOING THIS? YOUR POWERS HAVE NEVER BEEN THIS GREAT BEFORE! YOU'RE JUST A FORMER HOLLYWOOD STUNTMAN AND SFX NUTCASE!

THINGS *CHANGE*, WALL-CRAWLER!

AND I CREATED THIS ENTIRE SCENARIO SIMPLY TO REVEAL YOUR IDENTITY.

YOU, WHO'VE BEEN A *THORN* IN MY *SIDE* FOR SO LONG.

STILL, I HAVE THOMPSON'S BRAIN FIRMLY IN MY GRASP, BUT...

...HOW COULD YOU BE HERE? ARE YOU JUST ANOTHER FIGMENT OF *HIS* IMAGINATION.

OF LATE, I'VE MOVED BEYOND THE *SPECIAL EFFECTS* WIZARDRY WHICH HAS SO OFTEN BEDEVILED YOU!

I HAVE STUDIED WITH THOSE WHO'VE TAUGHT ME *TRUE* MIND CONTROL.

MOST RECENTLY I HONED THESE SKILLS AGAINST THAT RED-GARBED BUFFOON *DAREDEVIL*, BEFORE BOWING OUT IN A MOST SPECTACULAR FASHION!

See Daredevil issues 1-7 -- Ralf Without Fear

AND THEN I KIDNAPPED THOSE WHO HAVE THE MOST CONTACT WITH YOU, WEB-SLINGER. TAPPED INTO THEIR MINDS IN AN ATTEMPT TO LEARN YOUR SECRETS...

DISCOVER YOUR CIVILIAN IDENTITY THROUGH THIS MIND-PLAY.

BUT I HAD NO IDEA THOMPSON'S MIND WOULD OVER-WHELM ALL THE OTHERS.

WHY DOES IT HAVE TO END? WHY CAN'T IT GO ON?

WHY?

WHY?

YOU'RE NEVER GOING TO FIND OUT, *FISH BOWL HEAD!* THERE'RE MYSTERIES WITHIN MYSTERIES! BELIEVE IT, BUD!

FLASH! YOU HEARD HIM... IT'S UP TO YOU!

YOU'VE GOT TO FIGHT HIM! IT'S OUR ONLY ROAD BACK TO REALITY!

BUT THIS IS... WAS... THE PERFECT WORLD.

NO! THIS CAN'T BE! I'VE PREPARED FOR THIS TOO WELL! THOMPSON IS *FIGHTING* ME! HIS MIND CAN'T BE *THAT* STRONG!

IT --

KREEK

IS! THIS MAY PUT AN END TO MY PERFECT WORLD, MYSTERIO...

-- I CAN STILL DO *THIS!*

...MAY MAKE ME FIGHT EVERY INSTINCT IN MY BODY, BUT...

YOU DID IT, FLASH.

IT'S OVER.

FLASH?

WHAT'S...

...HAPPENING?

MYSTERIO! I'M --

YOU'LL DO *NOTHING*, THOMPSON!

I CHOSE YOU, AND ALL THE REST OF THOSE CONNECTED TO SPIDER-MAN IN ANY BIZARRE FASHION.

No!

TRUE, *YOU* TURNED OUT NOT TO BE AS WEAK-MINDED AS I BELIEVED, BUT YOU ARE STILL *PATHETIC!* JUST AN AGING JOCK WHO CHILDISHLY WORSHIPS A SPANDEX FOOL!

PATHETIC?

WHAT ELSE WOULD YOU CALL THAT LITTLE *HERO* FANTASY WE ALL HAD THE MISFORTUNE TO WITNESS AND PARTICIPATE IN?

IS YOUR LIFE REALLY SO PITIFUL THAT YOU CAN ONLY LIVE IT THROUGH THE EYES OF SPIDER-MAN?

AND WHEN YOU, *ANY* OF YOU, NEXT SEE SPIDER-MAN...

...TELL HIM I *WILL* LEARN HIS SECRET. AND ON THAT DAY THERE'LL BE A RECKONING FOR ALL THE TIMES HE HAS DISGRACED ME.

MYSTERIO IS GETTING AWAY! I COULD GO AFTER HIM, BUT...

VWOOSH

...THEN HE'D GET EXACTLY WHAT HE WANTED. MY SECRET.

PETER! HELP ME WITH AUNT MAY... PLEASE!

WHAT *IS* THIS DREADFUL PLACE?

GOOD QUESTION, MS. PARKER! AND HOW IN SAM HILL DID WE GET HERE? I CAN'T REMEMBER A BLASTED THING!

JONAH, MARLA, ROBBIE, AUNT MAY, FLASH... AND *ME!* HOW DID MYSTERIO DO IT? WHY CAN'T I REMEMBER THE MOMENT I WAS MADE HIS PRISONER?

NONE OF US CAN, JONAH DEAR, NOW CALM DOWN.

IS EVEN ALL *THIS* JUST SOME ILLUSION?

FLASH?

ARE YOU OKAY? YOU TOOK THE BRUNT OF IT FROM MYSTERIO...CAN I HELP --

WHAT?!

YOU HELP *ME*?! IS *THAT* WHAT YOU THINK?

YOU THINK I NEED THE HELP OF A *WIMP* LIKE YOU?

NOT ON YOUR *LIFE*, PARKER! I DON'T NEED *YOU*! I DON'T NEED *ANY* OF YOU! AND --

-- I DON'T NEED *SPIDER-MAN*!

I'M *FLASH THOMPSON*!

AND IT WAS *ME* WHO SAVED ALL OF YOUR BUTTS...DON'T YOU EVER FORGET THAT! AND THAT'S NO ILLUSION -- THAT'S HARD, COLD *REALITY*!

THE END!

MARVEL COMICS

JULY
#7

APPROVED BY THE COMICS CODE AUTHORITY

GUEST-STARRING BLADE™

PETER PARKER

SPIDER-MAN®

MACKIE
ROMITA JR
HANNA

THE HUNGER AND THE HUNTER!

WWW.MARVEL.COM

CYPRESS HILLS, CEMETERY...

MUTT! WHAT THE HECK ARE WE DOIN' MUCKIN' AROUND A CEMETERY AT MIDNIGHT?

THE *BOSS* WANTS US TO GET THIS THING FOR HIM, T-BONE!

THE BOSS? OLD MAN FORTUNATO TAKES A FEW FROM ONE OF FISK'S HIRED GUNS AND NOW *JIMMY-SIX* IS THE *BOSS?*

WHO'DA THOUGHT?

WE DON'T GET PAID TA THINK. SIX SAYS GET THIS THING... WE GET IT!

SO WHAT IS THE THING?

I DUNNO, BUT IT'S SUPPOSEDA BE HERE.

YOU READY?

YEAH, BUT WHAT'S THE MATTER WITH JUST USIN' GUNS?

THE BOSS SAYS USE THESE THINGS...WE *USE* THESE THINGS!

THE BOSS...

THUMP

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

LET'S PARTY, BOYS!

STAN LEE presents PETER PARKER, SPIDER-MAN in:

CREATURES OF THE NIGHT

HOWARD MACKIE/JOHN ROMITA JR/SCOTT HANNA Story & Art
MARK BERNARDO Colors RICHARD STARKINGS & COMICRAFT Letters
RALPH MACCHIO Editor BOB HARRAS Editor In Chief

THE MANHATTAN PENTHOUSE OF PETER PARKER...

NO... MARY JANE... LISTEN TO ME... I'LL BE THERE!

AUNT MAY HAS ALREADY HEADED OUT TO AUNT ANNA'S PLACE IN FOREST HILLS.

JILL'S ON THE WAY TO THE AIRPORT WITH YOUR CHANGE OF CLOTHES.

ALL I HAVE TO DO IS PICK UP SOME TOOTHPASTE, AND I'M HEADING OUT TO MEET YOU.

I'M LOOKING FORWARD TO THIS VACATION AS MUCH AS YOU ARE.

DAILY BUGLE VAMPIRE BITES MOB AGAIN

WE JUST HAVEN'T BEEN SPENDING ENOUGH TIME WITH ONE ANOTHER.

NO, I WON'T ANSWER THE PHONE FOR ANYONE.

I'LL BE THERE!

WHAT COULD GO WRONG?

A SHORT TIME LATER...

I DON'T NEED THIS!

I KNOW I HAVE THOSE COUPONS HERE SOMEWHERE!

WHAT?

SPIDER-SENSE IS GOING *CRAZY!*

THAT CAR!

IT'S GOING TO --

KRAKOOM!

MOVE IT, T! THEY'RE ALMOST ON *TOP* OF US!

I'M TRYIN', BUT THIS THING IS *HEAVY!* WHAT'S IN IT?

AND WHAT *ARE* THEY?

WE ARE *EXACTLY* THAT WHICH WE APPEAR TO BE, MY FULL-BLOODED ADVERSARY!

WE ARE *VAMPIRES* AND...

WE WANT OUR *TRUNK* BACK!

OH... LIKE I *NEED* THIS!

THE HECK WITH THOSE STICKS JIMMY SIX GAVE US...

...*SHOOT* THEM!

THE *LIGHTS*, I... THIS *CAN'T* BE *GOOD*.

NO, I'M THINKIN' *NOT*.

THWAP

THWAP

NO NEED TO *THANK* ME, GENTLEMEN!

I'M SURE WE CAN ALL JUST SIT DOWN AND TALK THIS OVER LIKE --

YEAH! LIKE SOME STICKY GARBAGE FROM YOUR HANDS IS GONNA STOP 'EM!

WHO D'YA THINK THESE GUYS ARE... JOEY Z?

AND YOU *ARE* WELCOME!

OKAY, GUYS, TIME FOR ANSWERS!

ZEN DINNERS

SO WHAT'S WITH THIS RIVAL GANG? THEY'RE AS CREEPY AS I THINK THEY ARE...AREN'T THEY?

HMMM? SPIDER-SENSE GOING WILD... THERE'S THIS WEIRD RISING FROM NOWHERE...AND I SEEM TO BE SOMEWHAT OUTNUMBERED...

I'M NOT GETTING A GOOD FEELING ABOUT *ANY* OF THIS!

YEAH! YOU GOT THAT RIGHT, BUT DO THE FANGS GIVE YOU ANY *OTHER* CLUES ABOUT WHO THEY MIGHT BE?

C'MON, GUYS, VAMPIRES? WHO'S NEXT, THE *BOGEY-MAN*?

THIS FROM A GUY DRESSED LIKE A *SPIDER*?

IT TAKES ALL KINDS.

GUYS, I --

WHOA! BIG TIME DANGER WARNING!

I'M STILL NOT BUYING INTO THE VAMPIRE THING, BUT...

...THERE IS *SOMETHING* ABOUT THESE GUYS...

YOU HOLD ON TO YOUR INCREDULITY. ME AND T-BONE...

T?

WHAP

WHAP

T! THEY'VE GOT MY BUDDY! *AND* THE *TRUNK!*

LOOKS TO ME AS THOUGH YOUR LITTLE BLASTERS ARE HAVING ABOUT AS MUCH EFFECT ON THEM AS MY WEB BAT!

THAT IS TO SAY... *NONE!*

OKAY! ENOUGH WITH THE *VAMPIRE* RIFF!

I'VE SEEN IT ALL BEFORE AND --

HEY! THOSE FANGS LOOK MIGHTY REALISTIC AND...AWFULLY *SHARP!*

I GUESS IF YOU *ARE* REAL VAMPIRES, RIGHT NOW WOULD BE A GOOD TIME TO HAVE A *STAKE!*

STEAK?
OKAY, I DON'T KNOW WHAT YOU'RE GONNA DO WITH IT!

WELL, FOR STARTERS...
???

VOOMPH

VOOMPH VOOMPH VOOMPH VOOMPH

WOW! WHO'D'VE THUNK IT?! I MEAN, I KNOW TOO MUCH RED MEAT ISN'T SUPPOSED TO BE GOOD FOR YOU, BUT...
THOSE FOOT-LONG KNIVES TELL ME WE'VE GOT SOME UNSEEN HELP. I'D LIKE TO KNOW EXACTLY WHO IT IS!

I DON'T GIVE A RAT'S TAIL!
I'M GOING AFTER THE TRUNK...
...AFTER MY FRIEND -- AND THEN...
...I'M GOING TO OFF ME A FEW BLOOD SUCKERS!

IF I'M LATE FOR THE PLANE... MJ'LL *KILL* ME!

OH YEAH... *THAT'S* WHAT I SHOULD BE WORRIED ABOUT!

BUT THERE'S REALLY NOTHING MORE I CAN DO HERE.

A SHORT TIME LATER, AT AN ABANDONED ROXXON OIL COMPANY FACTORY ON MANHATTAN'S LOWER WEST SIDE...

FZZZZT

KOOM

OKAY, YOU DRACULA WANNABEES, I'M COMIN' FOR YA!

MUTT... THAT WAS YOUR NAME, RIGHT? WHY DON'T WE --

I SINCERELY SUGGEST YOU REMOVE YOURSELF FROM MY PRESENCE, WALL-CRAWLER, OR --

WHAT CAN I SAY? I WAS NEVER BIG ON *WARNINGS!*

FZZZZT

YEAH, YEAH, YEAH... SAVE THE TOUGH GUY TALK FOR SOMEONE WHO CARES!

LISTEN! I'LL LET YOU THROUGH *AFTER* YOU TELL ME WHAT'S GOING ON HERE. AND IF YOU COULD MAKE IT *FAST*... I'D APPRECIATE IT. I'VE GOT A PLANE TO CATCH.

SURE. ANYTHING FOR *YOU!*

BUT YOU'RE GONNA HAVE TO HEAR IT ON THE RUN.

IT ALL STARTED A FEW MONTHS AGO WHEN WIL FISK HAD COME BACK INTO TOWN AND WAS MAKING A BIG PLAY FOR HIS OLD SPOT AS *KINGPIN.*

"HE HIT US ALL HARD. FORTUNATO, HAMMERHEAD, CAESAR CICERO... THEY ALL GOT SLAPPED UP GOOD.

"WILLY BOY SHOULDA BEEN ABLE TO STEP RIGHT IN AND PICK UP THE PIECES.

"NO ONE WAS IN ANY POSITION TO GO UP AGAINST HIM WITH ANY SERIOUS MUSCLE.

"SO, FISK CALLS A MEETING.

"THE LOWER CAPTAINS OF ALL THE FAMILIES WERE THERE. IT WAS A BIG DEAL.

"THAT'S WHEN JIMMY-SIX STEPPED UP TO TAKE OLD MAN FORTUNATO'S PLACE AND TO CHALLENGE FISK.

"NO ONE EXPECTED THAT. LEAST OF ALL FISK.

"THESE TWO GUYS... *MAN* ARE THEY BIG! I WOULDN'T MIND SEEING THEM RIP EACH OTHER'S LIVERS OUT.

"BUT NONE OF US GOT TO SEE THE SHOW."

"THE DOORS GET KICKED IN AND ONE GUY... AND WE ALL THOUGHT HE HAD TO HAVE BEEN SERIOUSLY STUPID... WALKS IN.

"ALL OF A SUDDEN YOU FELT LIKE WE WERE IN THE PRESENCE OF THE DEVIL HIMSELF.

"I COULDN'T REALLY TELL YOU WHAT HE LOOKED LIKE, BUT HIS EYES... THEY RIPPED RIGHT THROUGH YA AND CAUSED YOUR GUTS TO TURN TO ICE.

"WE ALL KNEW THAT SOME SERIOUS STUFF WAS ABOUT TO GO DOWN AND, BEFORE YOU KNEW IT...

"...***EVERYONE*** WAS FIRING AT THE GUY. HE SHOULD HAVE DROPPED RIGHT THEN AND THERE, BUT HE DIDN'T.

"HE KEEPS WALKING RIGHT AT FISK AND THE SIX.

"AND THE ENTIRE PLACE JUST STARTS GOING UP IN FLAMES.

"I DON'T KNOW WHO HE WAS, BUT HE SCARED THE LIFE OUTTA ME... AND I DON'T SCARE SO EASY.."

A LOT OF HARD MEN ***DIED*** THAT NIGHT.

FISK AND THE SIX AND FEW OF THE OTHER RANKING CAPTAINS GOT OUT, BUT... THEY WERE ALL SCARED. YOU COULD SEE IT IN THEIR EYES.

MUTT...

ME... I CHECK MY CLOSETS AND UNDER MY BED WHEN I GET HOME.

...DOWN!

STILL DON'T BELIEVE IN *VAMPIRES*, WEB-SLINGER?

NEITHER DID I UNTIL *THAT* NIGHT.

UNTIL I SAW WHAT HAPPENS TO THESE GUYS WHEN YOU DO...

...THIS!

VOOMPH

YOU GOT ANY OTHER EXPLANATIONS?

I'M OPEN TO SUGGESTIONS AS TO WHAT THIS HUNGER FELLA COULD BE!

HUNGER?

DID YOU SAY *HUNGER?*

YEAH, WHY... HE A FRIEND OF YOURS?

IT CAN'T BE. VAMPIRES...

...AREN'T REAL!

THWIP

THWIP

I'LL SHOW YOU JUST HOW *UNREAL* THEY ARE!

NO!

THE WEBBING SHOULD HOLD THEM. IT'LL BE ENOUGH.

I'LL HELP YOU FIND YOUR FRIEND, BUT *NO MORE KILLING.*

HEH! HEH! HEH! YEAH... *RIGHT!*

SO... WHAT'S IN THE TRUNK THAT MAKES IT *SO IMPORTANT?*

I HAVE NO *IDEA.* THE BOSS SAYS IT'LL HELP US TAKE CARE OF THIS *PROBLEM* AND I SHOULD GO *GET IT.*

AND IT LOOKS LIKE *THEY* DON'T SEEM TO WANT US TO HAVE IT... THAT'S GOOD *ENOUGH* FOR ME.

WONDERFUL. LOOK AT MY WATCH... IS THAT THE RIGHT TIME?

YUP. *JUST* WONDERFUL!

THERE'S *SOMETHING* DOWN *THERE...* I CAN *FEEL* IT.

THE *SMART* MOVE WOULD BE FOR *BOTH* OF US TO TURN AROUND AND *LEAVE.*

SOMEHOW YOU DON'T *STRIKE ME* AS TOO *SMART.*

Er... THANKS --

THUNK

WATCH IT!

I WOULDN'T GO *DOWN* THERE IF I WAS *YOU.*

'CAUSE THE PLACE IS *CRAWLING* WITH *BLOOD-SUCKERS.*

AND YOU SEEM TO HAVE A *PROBLEM* DEALING WITH THEM THE *RIGHT WAY.*

BLADE!

YOU DON'T EXPECT ME TO *BUY* THIS --

WHY WOULD THAT BE?

DON'T *GO* THERE, SPIDER-MAN.

YOU AND I HAVE ALWAYS BEEN *COOL* WITH ONE ANOTHER IN THE PAST, EVEN IF YOU DON'T THINK THE *UNDEAD SCUM* I *HUNT* ARE FOR *REAL.*

LET'S AGREE TO DISAGREE.

THERE'S A NEW *BREED* OF *VAMPIRE* IN *THIS* TOWN OF YOURS, SPIDER-MAN.

I CAME UP FROM NEW ORLEANS TO *DEAL* WITH *THEM.*

YOU KNOW WHERE TO *LISTEN* AND YOU CAN *LEARN A LOT* ABOUT THIS *KIND* OF *THING...* IF YOU *BELIEVE.*

I ALSO HEARD THAT SOMEONE CAME UP WITH SOME SORT OF *WEAPON* TO *HANDLE* THESE *VAMPS.*

LOOKS LIKE I WASN'T THE *ONLY* ONE.

STAY HERE, SPIDER-MAN.

IF YOU'RE *NOT WILLING* TO DO WHAT HAS TO BE *DONE*, THEN YOU'RE ONLY GOING TO GET *HURT*, OR EVEN WORSE...

...YOU'RE GONNA GET *ME* HURT!

YOUR FRIEND HERE SEEMS TO HAVE THE *RIGHT* INSTINCTS. GO *HOME*. LEAVE IT TO THE PROS.

GEE, WHAT DO I *WANT* TO DO? HEAD OFF TO THE AIRPORT WHILE THERE'S STILL TIME...

...TO MAKE THE PLANE THAT'LL CARRY ME AND MY SUPER-MODEL WIFE TO TROPICAL CLIMES, OR...

... JUMP INTO A PIT OF GUYS WHO THINK THEY'RE VAMPIRES?

SOMETIMES *I HATE* MYSELF!

THAT WAS *YOU* BACK IN THE SUPERMARKET, RIGHT?

YEAH. I WAS ON THE TRAIL OF THE *NEW WEAPON* WHEN YOUR BOYS SHOWED UP TO TAKE THE *TRUNK*.

THEY'RE NOT MY "BOYS" AND WHAT IS --

HOLD IT.

WE'RE SURROUNDED.

SO, WHAT'S THE PLAN? YOU HIT 'EM HIGH AND I'LL HIT 'EM LOW?

WHATEVER IT IS... CAN WE JUST STAY AWAY FROM THE KNIVES AND STAKES AND STUFF?

NOT A PROBLEM.

A GUN? BUT I THOUGHT... YOU KNOW... BLADE... THE NAME MEANT --

FWOMP

CUSTOM-MADE JUST FOR ME.

FULLY AUTOMATIC WITH CLIPS OF HOLLOW POINT MINIATURE STAKES FILLED WITH *HOLY WATER!*

FWOMP FWOMP FWOMP

SEEMS TO DO THE TRICK IN CERTAIN SITUATIONS.

NOT THAT I'LL BE CHANGING MY NAME ANY TIME SOON.

WE'RE NEAR THE LEADER OF THIS CLAN OF BLOOD-SUCKERS.

YOU HAVE SOME SORT OF INNER SENSE TO THAT KIND OF THING?

NO.

JUST MORE EXPERIENCE THAN I CARE TO THINK ABOUT.

I SPENT YEARS WITH OLD MAN QUINCY HARKER HUNTING DOWN DRACULA HIMSELF. THEN, WE FINALLY NAILED 'IM, SO NOW I'M ON MY OWN...

...MAKING THE REST OF THE UNDEAD -- DEAD.

THERE'S THE TRUNK. I'LL SWING ON DOWN AND GET IT BEFORE WE --

WAIT.

WE'VE GOT COMPANY.

HUNGER!

I'VE GOT HIM.

BLADE, I DON'T THINK THAT'S A GOOD IDEA.

I TOLD YOU TO STAY BEHIND IF YOU DIDN'T HAVE THE STOMACH FOR THIS.

I JUST DON'T THINK THIS IS A GOOD IDEA.

I DO.

FWOOMP

I *TOLD* YOU IT WASN'T A GOOD IDEA.

FWOOMP

AND CORRECT ME IF I'M WRONG, BUT...THAT'S NOT *ORDINARY* VAMPIRE FARE... IS IT?

THAT'S NOT AN ORDINARY VAMPIRE!

I HATE TO BE ARGUMENTATIVE, BUT "*ORDINARY*" IS A SUBJECTIVE TERM.

WHATEVER.

I'LL BET YOU HE *DIES* LIKE EVERY OTHER VAMPIRE I MET.

DO NOT BELIEVE IT.

FOR THERE IS *NOTHING* ORDINARY ABOUT ME.

I... CAN'T...MOVE! WHAT...IS... HAPPENING?

YOU HAVE BOTH CAUSED ME A GREAT DEAL OF PAIN.

DO YOU THINK IT IS *EASY* TO CREATE THE OTHERS? MY *CHILDREN OF THE NIGHT?*

UNLIKE OTHERS OF MY ILK, MY BOND WITH THOSE I CREATE IS STRONG. I FELT EACH OF THEIR DEATHS AND HAVE BEEN DIMINISHED BY THEM.

NOW UNTIL I FEED AGAIN, I AM DOWN TO ONLY ONE OTHER...

WHEN MY RANKS ARE FULL...I AM STRONGEST.

WHEN I ADD YOUR BLOOD TO MY OWN...

...WHEN *YOU* ARE *MINE*...

...I WILL BE STRONG AGAIN! AND, SPIDER-MAN...DO YOU RECOGNIZE ME?

I HAVE TO ADMIT THAT WHEN WE LAST MET MY MIND WAS MUDDLED.

BUT NOW *EVERYTHING* IS SO CLEAR.

YOU'D BE AMAZED IF YOU KNEW.

AND YOU WILL...

WHEN I'VE MADE YOU ONE OF *MINE!*

In the Morlock tunnels beneath New York, from Peter Parker #4 -- Ralf-of-the-night.

WHO WISHES TO GO FIRST?

MEANWHILE...

MAN! I CAN'T BELIEVE THOSE TWO ARE BLOWING IT!

I'M GONNA HAVE TO FIND SOME WAY TO GET DOWN THERE AND --

HEY, MUTT! HOW'S IT GOIN'?

WHAT THE --?

T? T-BONE?, IS THAT YOU?

YEAH, MUTT, IT'S ME! LOOKIN' PRETTY GOOD FOR A DEAD GUY, HUH?

MAN, T! NOT YOU TOO!

YOU KNOW IT AIN'T AS BAD AS IT LOOKS.

COME, SPIDER-MAN. JOIN ME AND ALL SHALL BE CLEAR TO YOU.

YOU KNOW... I KIND OF LIKE BEING OUT OF THE LOOP ON CERTAIN THINGS! I'LL PASS.

YOU DON'T HAVE TO BE SCARED, MUTT.

IT ONLY HURTS FOR A MINUTE OR TWO. IT'S LIKE BACK WHEN WE BECAME MADE MEN.

ONLY THIS CREW LASTS A LOT LONGER.

AN' THEY REALLY KNOW WHAT A BLOOD OATH IS, HEH.

I'M SORRY, T.

SORRY? SORRY FOR WH --

OH, MUTT...

THUK

AAAGH!

THANKS, MUTT... BLOODSUCKING WASN'T ALL IT WAS CRACKED UP TO BE...

GOOD-BYE, T.

I AM TOO WEAK TO CONTINUE THIS LITTLE GAME. I -- I FEEL THE PAIN OF ONE OF MY OWN'S PASSING.

I MUST RETURN...TO... *THEM.*

YOU MAY HAVE WON THIS DAY, GENTLEMEN, BUT...

...I SUGGEST YOU OPEN THE TRUNK AT YOUR OWN PERIL.

WHAT DO *YOU* WANT TO DO ABOUT IT?

I'LL HANDLE IT.

FINE BY ME. BUT IF THERE'S TREASURE INSIDE -- WE SPLIT IT, OKAY?

LOVE TO HANG OUT AND CHAT, BUT *THIS* IS YOUR THING...

...AND I'M LATE FOR A PLANE. SEE YA IN THE NEXT DARK ALLEY, PAL!

A SHORT TIME LATER AT JFK INTERNATIONAL AIRPORT...

ATM

B33

JILL, DID I --

IT TOOK OFF FIFTEEN MINUTES AGO.

MJ?

I TRIED...I REALLY DID.

SHE'S GONE.

HOW MAD WAS SHE?

YOU DON'T WANT TO KNOW.

ELSEWHERE...

AND THE TRUNK?

THE ONE CALLED BLADE HAS IT, MR. FISK. A SO-CALLED VAMPIRE HUNTER.

GET OUR PEOPLE ON IT. I WANT THE TRUNK AND ITS CONTENTS TODAY.

AND SET UP A MEETING WITH JIMMY-SIX.

IT'S TIME SOME CONTROL WAS RETURNED TO MY CITY.

NEXT ISSUE

WHAT LIES WITHIN?

(YOU WON'T BELIEVE THE ANSWER!)

MARVEL COMICS®

AUG
#8

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER™ SPIDER-MAN®

MACKIE
ROMITA JR.
HANNA

WWW.MARVEL.COM

A SECRET REVEALED! A DEMON UNLEASHED!

"IT'S NOT A REAL GUN.

"I KNOW IT'S NOT.

"A FEW MONTHS BACK THE MAYOR LAUNCHED A CRACKDOWN ON THE WEAPONS TRADE WHICH LARGELY ELIMINATED ILLEGAL GUNS FROM THIS CITY.

"IT'S BEEN MADE A SAFER PLACE.

"BUT THE GUY HOLDING THE BLASTER IS JIMMY-6. I HEAR HE'S RUNNING HIS FATHER'S CRIME FAMILY, AND WHO KNOWS WHAT KIND OF HI-TECH WEAPONRY THEY HAVE ACCESS TO.

"FOR ALL I KNOW THE THING IS GOING TO TURN ME INTO A FROG.

"I USED TO THINK JIMMY WOULD NEVER HURT ME. FROM WHAT I KNOW OF HIM, HE'S A RELUCTANT MOBSTER.

"NOW THIS.

"IT'S GOT TO HAVE SOMETHING TO DO WITH ME BEING IN THE WRONG PLACE AT THE WRONG TIME EARLIER TONIGHT...

"...SNAPPING PHOTOS WHERE I SHOULDN'T HAVE.

"AND TO THINK IT ALL STARTED WITH A SEARCH FOR LOST LUGGAGE.

"IT'S NOT A REAL GUN.

"I AM SPIDER-MAN.

"AND YET...

"I'M SCARED."

EARLIER THAT DAY, AS PETER PARKER, IN HIS SPIDER-MAN COSTUME, HANGS AROUND AND WAITS FOR A PHONE CALL...

...A PHONE CALL HE THINKS WILL NEVER COME.

COME ON! RING!

IS THIS THING EVEN WORKING?

HELLOOO! ANYONE THERE?

TECHNOLOGY... PHHH! CORDLESS PHONES... WHO NEEDS 'EM --

BRINNG

YES! HELLO, MARY JANE, I'M SORRY --

CLIK

Huh? JUST MY LUCK... A WRONG NUMBER WHILE I'M WAITING FOR MY VERY ANGRY WIFE TO CALL ME FROM THE --

BRINNG

MJ? IT'S ME! I JUST WANTED TO --

CLIK

PLEASE, MJ, CALL! I DIDN'T MEAN TO MISS THE PLANE FOR THAT VACATION... I'M GOING TO TELL YOU THE TRUTH... ABOUT EVERYTHING!

BRINNG

LOOK! I DON'T KNOW WHO THIS IS, BUT --

PARKER? IT'S ROBBIE, FROM THE BUGLE. WE'VE GOT A FREELANCE JOB FOR YOU IF YOUR CAMERA'S READY.

ABOUT ME BEING BACK IN THE WEBS... I NEVER SHOULD HAVE LIED TO YOU IN THE FIRST --

SURE, ROBBIE. I'LL BE RIGHT OVER.

BRINNG

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

STAN LEE presents PETER PARKER, SPIDER-MAN in

BLOOD FEUD

HOWARD MACKIE Story JOHN ROMITA JR Pencils
SCOTT HANNA Inks GREGORY WRIGHT Colors
RS & COMICRAFT's LIZ AGRAPHIOTIS Letters
RALPH MACCHIO Editor BOB HARRAS Editor In Chief

A SHORT TIME LATER...

Oh, YEAH! THIS IS THE LIFE! STUCK OUT IN THE MIDDLE OF SOME NEW JERSEY SWAMP WAITING TO TAKE A PICTURE OF A MEETING BETWEEN TWO GANGLAND BIG SHOTS, FOR THE DAILY BUGLE.

I DO LOVE DOING IT.

AS MUCH AS THE SPIDER-MAN STUFF, THE TRICORP RESEARCH LAB JOB...

THIS... PHOTO JOURNALISM... IS JUST PLAIN FUN!

HERE THEY ARE NOW! HOW ORIGINAL... A PAIR OF LARGE BLACK LIMOUSINES.

WHO ARE THESE --

"WILSON FISK!

"JIMMY-6!

"THEY ARE THE LAST TWO I'D EXPECT TO SEE SHAKING HANDS.

"WORD ON THE STREET IS THAT FISK WAS RESPONSIBLE FOR FORTUNATO, SIX'S FATHER, GETTING HURT, AS FISK TRIES TO REBUILD HIS CRIMINAL EMPIRE IN THE CITY.

MAYBE SIX IS JUST TRYING TO MAKE THE PEACE OR SOMETHING!

Oh WELL... I'M NOT GETTING PAID TO FIGURE OUT *WHY* THEY'RE ACTING LIKE BUDDIES ALL OF A SUDDEN.

whirCLIK

whirCLIK

Hmm? WONDER WHAT'S IN THE BOX?

I THINK I'LL JUST ZOOM IN A LITTLE ON IT AND -- SPIDER-SENSE GOING OFF! Uh-Oh!

DON'T EVEN *BREATHE*.

THERE ARE NO *BULLETS* IN THIS BLASTER, BUT...

...YOU DON'T WANNA KNOW WHAT IT'LL DO TO YA!

I GOT US A *SNOOP* UP *HERE!*

I THINK SIX *RECOGNIZED* ME.

THIS IS *NOT* HOW I PLANNED ON SPENDING MY DAY.

Oh, WELL...

OOLPH!

SORRY ABOUT THAT, BUT I'VE GOT TO...

...RUN?

BLADE? THE VAMPIRE HUNTER?

DON'T KNOW WHO YOU ARE, KID, BUT YOU'D BETTER LEAVE. THOSE MEN *TOOK* SOMETHING FROM ME... AND I AIM TO *GET IT BACK!*

YEAH... WELL... *THAT* CAN'T BE GOOD!

I KNOW... NO GUNS... BUT... THE PARTICLE BEAM COMING FROM THAT THING COULD --

...GET DOWN!

A SHORT, VERY DARK AND DREAMLESS TIME, LATER...

HEY! YOU TWO! YOU ALIVE, OR WHAT?

WHA --? I...

I THINK SO.

GOOD. STAY PUT. WE'VE GOT AN *EMS* TEAM ON THEIR WAY. I'M GOING TO WANT STATEMENTS FROM BOTH OF YOU.

STAY OUT OF THIS, KID. LET IT GO.

THESE ARE *BAD* PEOPLE AND THEY HAVE NO *IDEA* WHAT THEY'RE MESSING WITH IN THAT *TRUNK*.

I'M THE ONLY ONE WHO KNOWS HOW TO DEAL WITH IT.

AND I PLAN ON DOING IT SOON.

WHERE DOES YOUR FRIEND THINK HE'S *GOING TO?*

Er... HE NEEDS A LITTLE AIR.

YEAH, RIGHT! HE'S GOING TO TAKE OFF AS SOON AS HE CAN.

IT'S THE SAME TRUNK AS THE LAST TIME I RAN INTO BLADE, AS SPIDER-MAN WHEN I WAS ON THE TRAIL OF THAT *HUNGER* CHARACTER.

BLADE, THE *VAMPIRE HUNTER*.

I *WONDER* WHAT ALL THIS IS GOING TO LEAD TO?

AT LEAST I GOT A *SPIDER-TRACER* ON BLADE BEFORE HE LEFT. I'LL CATCH UP WITH HIM LATER.

See last issue -- Recappin' Ralf.

MIDTOWN MANHATTAN.

PARKER. PETER PARKER. WORKS FOR THE BUGLE.

THANK YOU, TROOPER CARN. THERE IS AN ENVELOPE FOR YOU AT THE FRONT DESK.

YOU WANT THE PEACE, SIX? ATTEND TO THIS SITUATION.

THEN WE'LL FIND OUT WHAT IS IN THE *BOX*.

THE DAILY BUGLE...

PETER, MAYBE YOU SHOULD GET OUT OF TOWN FOR A WHILE?

TAKE OFF. GO VISIT THAT BEAUTIFUL SUPER-MODEL WIFE OF YOURS.

PROBABLY *NOTHING* WILL COME OF IT, BUT WITH GUYS LIKE WILSON FISK AND JIMMY-6 INVOLVED... IT'S BETTER TO BE SAFE.

THANKS, ROBBIE, BUT I THINK I'LL BE FINE.

WHO'S GOING TO WANT TO *HURT* ME?

YEAH. WELL...

JUST WATCH YOUR BACK, OKAY?

SURE, ROBBIE, BUT DON'T WORRY. I'LL BE FINE.

HEY! Mr. ROBERTSON! JUST CAME IN OVER THE WIRE... *EDDIE BROCK* BROKE OUTTA THAT WEST COAST JAIL HE WAS IN!

THEY THINK HE'S HEADING TO NEW YORK.

WHAT? *BROCK?* BACK HERE? *NOW?*

THAT'S THE *LAST* THING I NEED!

BROCK IS BAD ENOUGH, BUT... WHEN HE'S COMBINED WITH THAT *ALIEN SYMBIOTE* OF HIS, BOTH OF WHOM *HATE* ME, AND THEY BECOME *VENOM*...

...THAT'S WHEN MY *LIFE* BECOMES A REAL *NIGHTMARE!*

MAYBE ROBBIE'S RIGHT.

MAYBE I NEED TO GET OUT OF THE CITY, GO FIND MJ ON WHATEVER REMOTE TROPICAL ISLAND SHE'S ON AND PATCH THINGS UP IN PERSON.

I MEAN HOW MAD CAN SHE BE?

A FEW MINUTES LATER...

WHAT DO YOU MEAN SHE'S REFUSING MY PHONE CALLS? I'M HER HUS --

YEAH... YEAH... THANKS ANYWAY.

HEY, TIGER, WHY SO GLOOMY?

WHAT THE --? JILL -- JILL STACY!

SORRY, PETER. I KNOW "TIGER" IS MJ'S PET NAME FOR YOU, BUT... YOU LOOKED LIKE YOU COULD USE A LAUGH.

I HEARD YOU WERE IN THE BUILDING...

AND I JUST WANTED TO SAY...

SHE'LL GET OVER IT!

WHAT YOU AND MJ HAVE GOT IS *TOO* GOOD FOR HER TO THROW IT ALL AWAY OVER... NOTHING! JUST BECAUSE YOU MISSED A PLANE.

GIVE HER TIME.

SHE'LL COME AROUND.

WHAT?

WHY ARE YOU LOOKING AT ME LIKE THAT, PETER?

IT'S JUST... THAT FOR A SECOND... YOU REMINDED ME SO MUCH OF...

GWEN?

IT HAPPENS ALL THE TIME, PETER. I'M SURPRISED IT TOOK *YOU*, OF ALL PEOPLE, TO NOTICE THE RESEMBLANCE BETWEEN ME AND MY COUSIN. YOU WERE LOVERS AT ONE TIME.

SEE YOU AROUND, PETER!

YEAH... SEE YA!

LATER THAT EVENING, AT THE OLD BROOKLYN NAVY YARD...

...BLADE WATCHES...

...WAITS...

...AND THEN ACTS WITH SPEED AND A NON-LETHAL ATTACK.

IT IS ONLY THE UNDEAD HE SLAYS.

SO... I'M GUESSING YOU FOUND THE TRUNK AND... HERE... I FOUND YOU!

...LOOKY

NOW... HOW ABOUT SOME ANSWERS. AND NO RIDDLES THIS TIME.

WHAT'S GOING ON HERE?

YOU'RE OUT OF YOUR DEPTH, HERO.

FIGHT YOUR OWN KIND.

LEAVE THE CREATURES OF THE NIGHT TO *ME.*

HEY! WE'RE *NOT DONE* HERE! I SAID I WANTED *ANSWERS!*

WHAT IS THIS ABOUT?

THWAP

VAMPIRES... AND WHAT'S IN THAT BOX... ARE *MY* SPECIALTY!

YOU DON'T BELIEVE THEY EXIST, SO... *GO HOME!*

SCHWIC

YEAH, WELL... NOT THAT I EXPECT YOU TO TELL ME WHAT IS IN THE BOX, BUT... FISK AND HS LOT ARE *MY* SPECIALTY!

LIVING AND BREATHING BAD GUYS. I'M *NOT* GOING TO LET YOU GO IN THERE WITH KNIVES BLAZING --

TRY AND *STOP* ME!

MOMENTS LATER...

WHATEVER ELSE HAPPENS, WALL-CRAWLER, FISK'S MEN *CAN'T* BE ALLOWED TO OPEN THAT TRUNK.

WHY N --?

JUST *TRUST* ME.

WE'VE ALMOST GOT IT, Mr. FISK. BUT THESE CHAINS... I DON'T KNOW *WHAT'S* IN THIS THING, BUT SOMEONE WANTED TO KEEP IT SAFE!

SNAP

HAVE YOUR MEN *BACK AWAY* FROM THE *TRUNK*, KINGPIN.

SPIDER-MAN. AND I SEE YOU'VE BROUGHT A FRIEND.

I'VE BROUGHT A FEW... WELL I WOULDN'T EXACTLY CALL THEM *FRIENDS*.

PLEASE *CONTINUE* MEN. AND DON'T *ALLOW* THESE *TWO* TO *DISTRACT* YOU FROM OPENING THE *TRUNK!*

I'M TELLING YOU, SPIDER-MAN...

...YOU DON'T WANT TO LET THAT TRUNK BE OPENED!

WHAT? YOU DON'T THINK I'M *TRYING* TO GET THROUGH THE CROWD?

BUT I WOULD *FEEL* A LOT *BETTER* IF I KNEW WHAT WAS *IN* THE TRUNK!

BELIEVE ME... YOU WOULDN'T!

CH TINK

NO!

EXCELLENT.

WHOA!

WHAT IS THAT THI --

WOLLPH!

YOU WANTED ANSWERS, WEB-MAN? WANTED TO KNOW WHAT WAS IN THE TRUNK?

WELL, YOU CHECK IT OUT...

...*MORBIUS*, THE LIVING VAMPIRE!

Morb's first appearance was in Amazing Spider-Man # 101 -- Ralf.

AND IT'S TIME FOR HIM TO *DIE!*

BLADE! *NO!*

MORBIUS ISN'T A *REAL* VAMPIRE! HE'S A MAN! A MAN WITH A RARE-BLOOD DISEASE THAT MAKES HIM... MAKES HIM...

MAKES HIM *NEED* TO *DRINK BLOOD*, WALL-CRAWLER! HE NEEDS BLOOD TO SURVIVE. THAT MAKES HIM A REGULAR OLD VAMPIRE IN MY BOOK!

AND, WHETHER HE'S A FRIEND OF YOURS OR NOT, YOU KNOW WHAT I DO TO VAMPIRES!

BESIDES... YOUR "*FRIEND*" IS TRYING TO KILL FISK. WHO'S IT GOING TO BE, HERO?

YOU *CAN'T* HAVE IT *BOTH WAYS!*

YEARGH!

HE *BIT* ME!

BLADE JUST *WAIT!* I CAN STOP HIM, BUT NOT IF I'VE GOT TO FIGHT YOU TOO!

THIS ISN'T LIKE MORBIUS. HE'S NOT EVIL. SOMEONE'S GOTTEN TO HIM... CHANGED HIM.

I'LL HANDLE IT.

FRZZZAT

FORGIVE ME, SPIDER-MAN, IF I'M NOT AS PATIENT IN WAITING FOR YOUR ASSISTANCE AS YOUR KNIFE-WIELDING FRIEND.

THE KINGPIN HELPS HIMSELF!

GET THIS STUFF OUT OF MY FACE!

THE WORD ON THE STREET IS THAT MORBIUS HAS BEEN GENETICALLY ALTERED.

SOME VERY CONNECTED GENTS WANT HIM TO DO SOME DIRTY WORK FOR THEM.

AND HE'S DANGEROUS, MAN! MORE THAN HE HAS EVER BEEN!

MORBIUS! *LISTEN* TO ME! IS THIS *TRUE?!*

THEY TOOK ME... EXPERIMENTED ON... HURT ME... TURNED ME INTO... INTO SOMETHING MORE THAN I WAS...

LOOKING TO MAKE ME INTO A WEAPON AGAINST... AGAINST... HUNGER... THE *NEW* BREED OF VAMPIRE!

IT'S WHY *HUNGER* WANTED ME DEAD. WHY FISK WANTED ME... TO USE AGAINST HUNGER AND HIS KIND. THEY'RE INFILTRATING HIS *"BUSINESS."*

LET BLADE DO IT... LET HIM KILL ME... *PLEASE!* MY LIFE IS... *WORTHLESS.*

THIS SHADOW EXISTENCE -- TORTURE.

YOU HEARD T. LET ME PUT HIM OUT OF *EVERYBODY'S* MISERY!

IT'S NOT HAPPENING THAT WAY, BLADE.

I'LL GET YOU HELP, MORBIUS. I'LL FIND A WAY. YOU'VE BEEN CURED OF YOUR VAMPIRIC CRAVINGS BEFORE -- EVEN IF THE CURES WHERE ONLY TEMPORARY.

I AM BEYOND HELP THIS TIME.

FINE, SPIDER-MAN, WE'LL PLAY IT YOUR WAY... FOR NOW.

BUT IF HE SHOWS UP *ANYWHERE* LICKING HIS LIPS...

...I'VE GOT A STAKE WITH *HIS* NAME ON IT. AND I'M NOT FORGETTING THAT BITE.

WHO DID THIS TO YOU, MORBIUS? HOW?

WHO... NOT IMPORTANT, BUT... YOU MUST LISTEN TO ME.

YOU'VE GOT TO KNOW!

HUNGER... HUNGER IS... HUNGER IS *CROWN!* -- THE HYDRA CREATION!

Remember from Peter Parker#80? -- Ralf.

HE IS MORE DANGEROUS THAN YOU COULD *EVER* IMAGINE AND...

...YOU MUST BEWARE OF HIM AND STEWART WARD...

CROWN? WARD? HYDRA? WHAT *ISN'T* THE SENATOR INVOLVED IN? HYDRA'S THE WORST BUNCH OF BAD GUYS EVER!

THIS SOUNDS REALLY BAD.

"I BROUGHT MORBIUS TO THE ONLY PLACE I COULD THINK OF WHICH COULD POSSIBLY HELP HIM.

"TRICORP RESEARCH. I FIGURED I COULD KEEP AN EYE ON HIM THERE.

"AND *THAT'S* HOW MY DAY ENDED...

"...OR SO I THOUGHT.

"ALL I WANTED WAS TO HEAR MY WIFE'S VOICE. TO HEAR SHE FORGAVE ME. TO HEAR THAT WE WOULD BE TOGETHER.

"BUT FOR THAT TO HAPPEN THE PHONE WAS GOING TO HAVE TO --

RRRRING

MJ?

ANOTHER HANG UP?

CLIK

WHAT'S GOING ON --? DIALING STAR 69 OR USING CALLER ID HASN'T WORKED.

RRRRING

HELLO?
WHO IS THIS?

YOU THINK I DON'T KNOW WHO YOU ARE?
YOU THINK I CAN GET TO YOU?

OR TO HER?
YOU THINK YOU CAN PROTECT HER?
YOU'RE GOING TO SEE JUST HOW WRONG YOU CAN BE!

WHO IS THIS?!
BROCK?

IS THAT YOU, VENOM?
THREATENING ME AGAIN?

HANG UP THE PHONE.

CLICK

"I WAS TOO ANGRY... TOO INVOLVED WITH THE PHONE CALL... I IGNORED MY DANGER-SENSE UNTIL IT WAS TOO LATE.

"AND HERE I AM."

DON'T *WORRY,* KID. I AIN'T GOIN' TO *KILL* YA.

DON'T EVEN KNOW IF THIS BLASTER COULD DO THE JOB.

BESIDES... FISK DON'T WANT YA DEAD.

NOT YET.

YOU'VE *PUT* ME IN A REAL *TOUGH SPOT,* PETE.

YOU'RE THE LATE BEN REILLY'S COUSIN AND... I *LIKE* YA.

BUT YOU STOPPED WHERE YA WEREN'T SUPPOSED TA AND NOW FISK WANTS YA.

SO... WHAT ARE YOU GOING *TO DO,* JIMMY?

I'M TRYIN' TO MAKE THE BLOODSHED *STOP*, PETE.

IT'S THE ONLY REASON I'D EVEN *THINK* OF DEALIN' WITH AN ANIMAL LIKE FISK.

HE WANTS ME TO BRING YOU TO HIM.

SO HE CAN MAKE AN *EXAMPLE* OUTTA *YOU* TO OTHER SNOOPY NEWSPAPER PEOPLE.

I DO IT AND A LOT OF PEOPLE *DON'T* GET *HURT.*

BUT YOU...

IT AIN'T *WORTH* IT TO ME, KID.

KEEP YOUR HEAD LOW.

THERE'S *GONNA* BE A *WAR.*

MAYBE I'LL MAKE IT SO *UNCOMFORTABLE* FOR *FISK* THAT HE DON'T HAVE TIME TO THINK ABOUT COMIN' AFTER YOU AGAIN.

MAYBE I'LL GET *WHACKED* MYSELF.

WE'LL SEE.

RRRRING

END

MARVEL COMICS

GIANT-SIZED SPECTACULAR!

AUG

PETER PARKER™

SPIDER-MAN®

ANNUAL '96

DEMATTEIS
SHARPE
RIO

SONG OF THE MAN-THING

WWW.MARVEL.COM

TIME IS WITHOUT MEANING IN THIS FLORIDA MARSHLAND. THE WALLS BETWEEN NOW AND THEN, PAST AND FUTURE, ARE NONEXISTENT.

A QUALITY OF **UNREALITY** REIGNS HERE, OF LIFE AS ILLUSION: AN ENDLESS OCEAN OF DREAMS.

THERE ARE THOSE WHO **BELIEVE** THIS; WHO CLAIM THAT OUR LIVES ARE NOTHING MORE THAN PHANTOM IMAGES IN THE MIND OF THE DIVINE CREATOR.

YES, THERE ARE THOSE WHO BELIEVE IT. AND THERE IS ONE...

...WHO KNOWS.

CALL HIM **MAN-THING** FOR THAT IS THE FORM HE NOW INHABITS.

BUT IN TRUTH HE IS **K'AD-MON** OF THE **FALLEN STARS**, OLD AS THE UNIVERSES. KEEPER OF THE DREAM.

THE FIRST SOUL TO INHABIT THIS PLANET.

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

His thoughts are unfathomable; deep as forever, high as god. Yet an observer would instantly note a vibration surrounding this being:

A field of energy that could only be described... as love.

But this love is of such magnitude, such power, that it transcends our limited concept of the word.

This love has given birth to worlds; destroyed civilizations; raised the dead.

Few are aware of K'ad-Mon's existence. Of those, some revere him, others loathe him.

And one in particular...

...seeks his death.

NEW YORK CITY'S WORLD TRADE CENTER. ON AN AUTUMN DAY SO PERFECT...

IF YOU'LL ALL JOIN ME IN A TOAST..?

... IT ALMOST DOESN'T SEEM REAL.

TO MY SON-IN-LAW, PETER --

EVER SINCE GWEN FIRST BROUGHT YOU HOME, I KNEW YOU WERE GOING TO GO FAR IN THIS WORLD --

BUT I THOUGHT IT'D TAKE YOU AT LEAST TILL YOUR THIRTIETH BIRTHDAY TO END UP AS A VICE-PRESIDENT AT A COMPANY LIKE POWERCHIP.

THAT'S OUR PETER -- ALWAYS SURPASSING OUR WILDEST DREAMS.

YOU'RE A BIG MAN NOW, PETE -- BUT DON'T FORGET IT'S HOW YOU TREAT THE LITTLE GUY THAT MATTERS --

HOW COULD I FORGET, UNCLE BEN -- WHEN YOU AND AUNT MAY ARE ALWAYS AROUND TO REMIND ME?

PETER, I'M SO PROUD OF YOU. LITTLE MARY AND I BOTH. IT'S --

DO ME A FAVOR, GWENNIE: SHUT UP AND KISS ME BEFORE I HAVE TO RUN OUT AND CHANGE MARY'S DIAPER AGAIN!

MY PLEASURE, SWEET HUSBAND. MY --

BOOM

WHAT IN HEAVEN --?

GEORGE -- LOOK! THE OTHER TOWER!

MY GOD -- IT MUST BE A BOMB!

TH-THAT... THAT COULD HAVE BEEN US!

IT MIGHT STILL.

MOMMY... MOMMY, I'M SCARED!

DON'T BE FRIGHTENED, SWEETHEART. EVERYTHING'S GOING TO BE ALL RIGHT.

BUT HE KNOWS IT'S NOT TRUE. NOT AS LONG AS THERE ARE PEOPLE TRAPPED IN THAT BUILDING ACROSS THE WAY.

NOT AS LONG AS THE WOUNDED -- THE DYING -- REMAIN IN DESPERATE NEED OF AID.

HE'S NOT SURE WHAT HE'S GOING TO DO. HE JUST KNOWS HE HAS TO DO IT.

I THINK IF THEY WERE GOING TO TAKE THIS TOWER... OUT... IT WOULD HAVE HAPPENED ALREADY.

YOU'LL BE SAFE IF YOU JUST STAY HERE... DON'T TRY TO RUN THROUGH THAT PANICKED MOB!

BUT -- WHERE ARE YOU GOING?

I'LL BE BACK AS SOON AS I CAN!

HE TRIES TO PUSH THROUGH THE STAMPEDING CROWDS -- BUT IT'S USELESS.

BUT THE NEED TO HELP -- TO BE OF SERVICE TO THOSE IN NEED -- IS SO OVERWHELMING THAT HE'S GOT TO FIND A WAY.

ON INSTINCT, PETER RUSHES INTO THE MEN'S ROOM, BEGINS STRIPPING OFF HIS OUTER GARMENTS. IF I CAN JUST GET INTO MY COSTUME, HE THINKS.

BUT WHATEVER HE EXPECTED TO FIND BENEATH HIS CLOTHES -- ISN'T THERE. COSTUME? HIS THOUGHTS RAGE. WHAT COSTUME? THIS ISN'T HALLOWEEN! PEOPLE ARE DYING! NOW --

-- MOVE!

EVERYONE ELSE RUNS DOWN, TOWARD THE STREET, TOWARD SAFETY. PETER PARKER SPRINTS FOR THE ROOF.

A PART OF HIM WONDERS IF HE'S LOST HIS MIND. HE'S JUST ONE MAN. WHAT CAN HE DO? HOW WILL HE EVEN GET OVER TO THE OTHER BUILDING?

BUT HE KNOWS HE CAN DO IT -- ALTHOUGH HE'S NOT SURE HOW. HE KNOWS HE HAS TO DO IT.

A PHRASE ECHOES, AGAIN AND AGAIN, IN HIS MIND: "WITH GREAT **POWER** -- MUST COME GREAT **RESPONSIBILITY.**

GREAT POWER? HE MUSES. WHAT POWER DO I HAVE?

BUT THEN HE REALIZES THAT HE DOES HAVE POWER! THAT HE'S CAPABLE OF EFFORTLESSLY LEAPING THE CHASM BETWEEN THE TWO TOWERS!

OF **COURSE** I CAN DO IT! HOW COULD I POSSIBLY HAVE **FORGOTTEN?**

I'M **SPIDER--**

-- MAN..?

PETER PARKER WAKES UP -- THE WORD TRAPPED IN HIS THROAT: EVERY NERVE-ENDING FROZEN IN FEAR.

THE DREAM, THE DREAM, HE THINKS, WHAT WAS IT? SOMETHING BITTERSWEET, SOMETHING HORRIFYING, SOMETHING --

BUT BEFORE HE CAN GRAB ON TO THE MEMORY... IT'S GONE -- LEAVING ONLY AN ECHO IN HIS CONSCIOUSNESS. AND A SENSE OF DREAD. AS IF REALITY ITSELF...

...HAS BEEN TURNED UPSIDE DOWN.

PETER STUMBLES OUT OF BED, IN A FOG, SORTING THROUGH TORTUOUS, CHAOTIC THOUGHTS. HE KNOWS HE'S IN HIS MANHATTAN APARTMENT... THAT HIS UNCLE BEN HAS BEEN DEAD FOR YEARS... THAT HE'S MARRIED TO A WONDERFUL WOMAN NAMED MARY JANE...

...THAT HE'S A STRUGGLING COLLEGE STUDENT WHO MOONLIGHTS AS A WORLD-SAVING HERO NAMED SPIDER-MAN.

YET IT ALL HAS THE FEELING OF A SHADOW-SHOW. AS IF HIS TRUE LIFE IS SOMEWHERE ELSE, AND THIS PLACE -- THIS WORLD...

...IS THE DREAM...

MORNING, AUNT MAY. DID YOU GET A CHANCE TO SEE MARY JANE BEFORE SHE LEFT FOR HER PHOTO SHOOT?

AUNT MAY? I'M TALKING TO YOU --

WHAT? OH! Oh, PETER -- I DIDN'T HEAR YOU COME IN, DEAR.

ARE YOU ALL RIGHT?

I... I DON'T -- I KNOW IT SOUNDS SILLY, BUT --

BUT WHAT?

I HAD A DREAM LAST NIGHT. STRANGE THING IS I CAN'T EVEN REMEMBER IT. BUT IT LEFT ME WITH THE FUNNIEST FEELING.

WHAT KIND OF FEELING?

AS IF SOMETHING... I DON'T KNOW... AS IF SOMETHING'S JUST NOT RIGHT.

"JUST NOT RIGHT." THAT'S AS GOOD A WAY AS ANY TO PUT IT, HE THINKS. SOMETHING IS DEFINITELY...

...NOT RIGHT.

IT IS A FEELING THAT RIPPLES ACROSS CREATION -- AND IS FELT EVEN HERE -- IN A PLACE THAT IS NOT A PLACE; THAT IS, IN TRUTH, **EVERY** PLACE:

THE NEXUS OF ALL REALITIES.

THE POINT WHERE EACH RANDOM THOUGHT, EACH VAST UNIVERSE, INTERSECTS. WHERE TIME AND SPACE, IMAGINATION AND DREAM, COLLIDE.

NO HUMAN EYE COULD EVER TAKE IN THE GLORY AND THE TERROR THAT IS THE NEXUS; NO HUMAN MIND COULD FATHOM IT. THOSE THAT HAVE GLIMPSED IT HAVE ONLY BEHELD THE SHADOW OF THE SHADOW OF THE **SHADOW** OF ITS TRUE NATURE.

AT THE CENTER OF THIS WORLD (THAT IS EVERY WORLD, THAT IS NO WORLD) -- ARE TWO SOULS BORN IN HUMANITY. TWO HEARTS IN PERFECT UNION: **TED** AND **ELLEN SALLIS**...

...WHO GAVE UP THEIR EXISTENCE ON EARTH TO **MERGE** WITH THE NEXUS, **BECOME** IT. THEIR VERY LIFE-FORCES MADE ONE WITH IT... AND **EACH OTHER.**

FOR TED SALLIS IS THE MAN OF THE LINEAGE, ELLEN, THE MOTHER OF THE DREAM -- AND TOGETHER THEY ARE CHARGED WITH MAINTAINING ALL REALITIES THAT WERE, ARE AND EVER WILL BE.

STAN LEE presents

SON OF THE MAN-THING

In the as-yet unpublished final issues of the late lamented ***Strange Tales*** -- Unlamented Ralf.

TED TURNS TO FACE HIS WIFE, STROKES HER FACE (THAT IS NOT A FACE, THAT IS ALL FACES) TENDERLY... AND THE VERY ATOMS OF HIS HAND DISSOLVE... MERGING HIS ENERGY WITH HERS.

SHE REACHES BACK, PLACES HER HAND ON HIS HEART -- AND LETS IT MELT INTO THE CORE OF HIS SPIRIT.

THESE TWO ARE ONE IN A WAY THAT IS BEYOND THE LIMITS OF THE PHYSICAL UNIVERSE. SHARING A UNION BEYOND CONCEPTION.

BETWEEN THEM, LOVE FLOWS AND FLOURISHES. **AROUND** THEM, LIMITLESS PARALLEL UNIVERSES, THE NIGHTMARES AND DREAMS OF MAN AND GOD, ECHO AND DANCE.

THEIR WORK IS OFTEN DIFFICULT HERE -- AND THERE HAVE BEEN MOMENTS WHEN THEY'VE WONDERED IF MERGING WITH THE NEXUS WAS THE RIGHT DECISION; BUT TIME AND AGAIN -- IN THE FACE OF CONFUSION AND DESPAIR --

-- THE SACRED UNION OF SOULS HAS SUSTAINED AND REPLENISHED THEM.

REPLENISHED **THEM** -- AND ALL THE REALITIES THEY **PROTECT**...

THEN IT **HAPPENS**: THE LOVERS ARE WRENCHED APART, AGAINST THEIR WILL, BY A POWERFUL DARKNESS THAT INVADES THEIR PSYCHES. A SENSE OF DREAD, OF COSMIC IMBALANCE.

OF... **WRONGNESS.**

MORE WRONG THAN WORDS -- OR EVEN TELEPATHIC COMMUNION -- COULD EVER CAPTURE.

"K'AD-MON," ELLEN'S THOUGHTS WHISPER. "YES," TED REPLIES. "K'AD-MON. I HAVE TO," HE CONTINUES, SWIRLING UPWARD AND AWAY FROM HER, "GO TO HIM." "BUT THE NEXUS!" ELLEN PROTESTS.

TED GIVES NO ANSWER AT FIRST. JUST STANDS SILENTLY BEFORE THE PASSAGE THAT HAS MANIFESTED OUT OF THE ETHER. A HOLE IN THE FABRIC OF INFINITY. **THE TUNNEL BETWEEN WORLDS.**

AND THEN HE TURNS TOWARD HIS WIFE, TELLS HER THAT SHE MUST REMAIN HERE AND **MAINTAIN** THE NEXUS WHILE HE SEES TO K'AD-MON. FOR ANYONE OR ANYTHING THAT COULD HARM THE ANCIENT FATHER OF THE FALLEN STARS IS A THREAT TO CREATION...

...AND PERHAPS TO THE **CREATOR HIRSELF.**

ELLEN NODS, UNDERSTANDING. TED SAILS FORWARD INTO THE SWIRLING LIGHT/SOUND/COLOR/BREATH OF THE TUNNEL -- AND BEGINS THE JOURNEY (OF AN INSTANT, OF TEN TIMES TEN THOUSAND LIFETIMES)...

...BENEATH THE OCEAN OF DREAMS.

WHAT IS IT? HE WONDERS. ALL THROUGH THE DAY -- AT SCHOOL, AT THE DAILY BUGLE -- PETER ENCOUNTERED PEOPLE WHO HAD SIMILAR UNSETTLING NIGHTMARES.

AS IF THE COLLECTIVE UNCONSCIOUS WAS ECHOING A WARNING ABOUT SOME PIVOTAL EVENT ON HUMANITY'S HORIZON.

BUT WHAT IS IT?

HE'S NOT ONE TO SIT STILL CHEWING OVER PHILOSOPHICAL QUESTIONS: HE'S GOT TO MOVE, TO LEAP, TO SWING INTO ACTION AS SPIDER-MAN.

BUT HOW TO TAKE ACTION -- AGAINST A DREAM?

IT'S PROBABLY NOTHING, HE THINKS. JUST ONE OF THOSE WEIRD THINGS THAT HAPPEN SOMETIMES. WHAT DO THEY CALL IT? SYNCHRONICITY?

BUT WHEN AN INFORMANT TELLS HIM THAT THE SCRIERS -- THE EUROPEAN CULT ONCE LED BY HIS OLD ENEMY, NORMAN OSBORN --

-- ARE GATHERING IN NEW YORK FOR SOME KIND OF SECRET CONCLAVE...

...PETER FINDS HIMSELF IN THE GRIP OF THE SAME NEAR PARALYZING DREAD HE FELT IN THE MORNING.

COULD THIS DISTURBING SHARED DREAM HAVE ANY RELATION TO THE SCRIERS -- OR WORSE, TO OSBORN HIMSELF?

THERE'S ONLY ONE WAY TO FIND OUT.

SO HE WEBS HIS WAY TOWARD A MULTI-MILLION DOLLAR TOWNHOUSE ON THE UPPER EAST SIDE OF MANHATTAN.

SO HE VAULTS DOWN...

...INTO THE HEART OF THE MYSTERY.

WE'RE ALL HERE. D -- NOW WHY DID YOU CALL US TOGETHER?

YOU KNOW HOW DANGEROUS IT IS FOR US TO BE GATHERED LIKE THIS -- ESPECIALLY HERE... IN THIS CITY.

I DIDN'T CALL THIS MEETING. Z! I THOUGHT *YOU* DID!

ME? DON'T BE RIDICULOUS! I WAS IN THE *MIDDLE EAST* --

-- ON A MISSION OF IMPORTANCE TO THE CAUSE!

THEN PERHAPS ONE OF THE OTHER FACTIONS..?

IT COULD BE A TRAP! SEVERAL OF THE GRAND SEERS WOULD LIKE TO TAKE OSBORN'S PLACE --

-- AND REMOVING OUR CELL WOULD --

WOULD ACCOMPLISH *NOTHING.*

PERCHED AT THE WINDOW, SPIDER-MAN FREEZES AT THE SOUND OF THAT VOICE. JUST A **WHISPER...**

...BUT IT **THUNDERS** ACROSS THE ROOM.

THERE IS ONLY ONE LEADER OF YOUR ORDER. AND HE HAS BEEN HIDDEN FROM YOUR EYES FOR UNTOLD THOUSANDS OF YEARS.

COUNT YOURSELVES BLESSED NOW TO LOOK UPON THE FACE --

-- OF THE TRUE *SCRIER.*

THE TRUE SCRIER HAS BEEN DEAD SINCE THE *DAWN* OF RECORDED TIME -- IF HE EVER LIVED AT ALL!

D- CAN'T YOU FEEL IT... THE POWER, THE MAJESTY, HE RADIATES? HE IS WHO HE CLAIMS TO BE -- THE SCRIER OF *MYTH!* THE INSPIRATION FOR OUR ORDER!

YOU MISJUDGE HIM. AS YOU MISJUDGE ME.

IF, UNLIKE YOUR COMRADE, YOU DO NOT POSSESS THE INSIGHT TO RECOGNIZE SCRIER -- THEN YOU ARE UNWORTHY TO CARRY HIS NAME.

THEN YOU DOUBT MY REALITY?

ONLY A *FOOL* WOULDN'T!

THEN YOU ARE A FOOL, Z -- AS I'VE ALWAYS SUSPECTED.

FZAPPH

IS HE --?

SPIDER-MAN SEES THE FLICKERING IN SCRIER'S EYES; FEELS THE WAVE OF HEAT AND ENERGY SUDDENLY ENGULF THE ROOM. GIVEN A FEW SECONDS, HE KNOWS HE CAN REACH THEM, GET THE MAN OUT OF HARM'S WAY.

BUT BEFORE HE CAN SO MUCH AS MOVE AN INCH --

NO. MURDER IS *ABHORRENT* TO ME. I MERELY SENT HIM TUMBLING BACK -- *DOWN* THE EVOLUTIONARY LADDER.

HE NOW EXISTS IN A PRIMAL, GASEOUS STATE... FROM WHICH HE WILL BEGIN EVOLUTION ANEW.

EVENTUALLY -- IN MILLIONS OF YEARS, AS YOU PERCEIVE TIME -- HE WILL AGAIN ATTAIN A HUMAN FORM. AND THEN, PERHAPS --

-- HE WILL HAVE LEARNED THE PROPER WAY TO ACT IN MY PRESENCE.

YOU CALL ME SCRIER -- YOU WEAVE YOUR LIVES AROUND A DISTORTED LEGEND OF MY LIFE --AND YET YOU HAVE NO IDEA WHO OR WHAT I TRULY AM.

KNOW THAT I POSSESS MORE NAMES THAN MAN COULD EVER COUNT. FORMS AND FACES TO SUIT ANY MIND, ANY CULTURE, ANY SYSTEM OF BELIEF.

THIS BODY HAS BEEN CHOSEN -- BY YOUR OWN LIMITED CONSCIOUSNESS. IT IS ALL YOU ARE CAPABLE OF SEEING.

AS FOR WHO I TRULY AM -- LET ME SIMPLY SAY THAT I AM THE ARCHITECT OF EARTH'S PAST... AND OF HER FUTURE.

FOR THOUSANDS OF YEARS I SLEPT, DREAMING OF THAT FUTURE -- AND THEN, AS I KNEW HE WOULD, AN ANGEL OF SILVER AWAKENED ME.

In the Silver Surfer'97 Annual -- Ralf.

AND NOW I HAVE RESUMED MY WORK... SHAPING THIS PLANET IN MY IMAGE. TRANSFORMING IT -- TO SUIT MY WHIM... AND MY WILL.

BUT I HAVE ALWAYS KEPT TO THE SHADOWS...

... ALWAYS WORKED THROUGH EARTHLY AGENTS --

-- SOME OF THEM UNCONSCIOUS THAT THEY WERE BEING GUIDED BY MY HAND.

TODAY I REQUIRE SUCH AN AGENT -- ONE HEART FEARLESS ENOUGH TO CONSCIOUSLY JOIN MY CAUSE.

THEN I --

-- AM THAT ONE.

I'VE READ THE ANCIENT TEXTS THAT TELL YOUR TALE, SCRIER. HOW SOME SAY THE UNIVERSE ITSELF TOOK ROOT IN YOU, GREW OUT OF YOU.

I SAW YOUR FACE IN MY DREAMS... BEFORE I EVER HEARD YOUR NAME. AND I'LL DO ANYTHING YOU ASK! ANYTHING!

YOU ARE THE REASON I HAVE COME HERE TONIGHT. MY WORDS, WHISPERING IN YOUR SOUL, HAVE PREPARED YOU FOR THIS MOMENT.

YOU ARE A MAN NO LONGER. ARISE --

-- AS THE OUTRIDER.

YOU WILL BE MY EYES, MY EARS. YOU WILL JOURNEY TO THE NEXUS OF ALL REALITIES --

-- AND WORK MY WILL ON THE UNIVERSES. TOGETHER, WE WILL SHAPE CREATION --

-- TO SUIT MY PURPOSES.

I BEG TO DIFFER!

KA

PHHH

I DON'T KNOW WHAT YOUR GAME *REALLY* IS, SCRIER -- YOU MIGHT EVEN BE NORMAN OSBORN UNDER THAT PANCAKE MAKE-UP --

-- BUT I'VE SPENT ENOUGH TIME WITH MYSTIC POOH-BAHS LIKE DOC *STRANGE* --

-- TO KNOW THE NEXUS IS *NOT* TO BE *MESSED* WITH!

ONE LOOK FROM THIS ANCIENT GOD... ONE SILENT PUSH FROM HIS UNFATHOMABLE MIND... AND THE ASSEMBLED SCRIERS SURGE FORWARD.

SPIDER-MAN...

TOK

K

TOW

...SURGES BACK.

EXCUSE ME, COMING THROUGH!

PARDON ME!

THWIP

SWAK

OUT OF THE WAY PLEASE!

Oh, GEE, I'M SORRY -- DID I ACCIDENTALLY *STEP* ON YOUR *FACE?*

IN CASE YOU DIDN'T NOTICE, SCRIER -- YOUR NAMESAKES ARE ALL UNCONSCIOUS ON THE FLOOR!

GUESS YOUR LEGEND JUST DIDN'T *INSPIRE* THEM **ENOUGH,** Huh?

MASTER -- LET **ME** TEACH HIM OBEDIENCE TO YOUR WILL! LET ME --

THAT WON'T BE NECESSARY.

WILL IT?

HEY! WHO THE HECK ARE YOU?

*MEMORY OF THIS ENCOUNTER IS **ALREADY** DRAINING FROM YOUR MIND.*

Y'KNOW, ALL OF A SUDDEN I'M *STARVING!*

IN A MATTER OF INSTANTS, YOU WILL HAVE FORGOTTEN ALL YOU'VE HEARD, ALL YOU'VE SEEN.

YOU KNOW SOMEPLACE AROUND HERE WHERE I CAN CATCH A QUICK ***BURGER?***

*GO. **NOW.***

GOOD IDEA. MAYBE I'LL JUST GRAB SOME COLD SPAGHETTI OUT OF THE FRIDGE --

-- WHEN I GET *HOME!*

RISE, FALLEN ONES.

I LEAVE YOU NOW -- TAKING MY DISCIPLE WITH ME.

BUT SCRIER WILL RETURN. LISTEN FOR MY FOOTSTEPS ECHOING IN THE DEEPS OF YOUR HEARTS --

-- SO THAT YOU MAY BE READY --

-- FOR MY CALL.

TIME HAS NO MEANING IN THE TUNNEL BETWEEN WORLDS.

SANITY AND LOGIC MELT AND DISSOLVE THERE. EVEN TED SALLIS FINDS IT HARD TO MAINTAIN HIS GRIP ON HIS OWN IDENTITY AS HE MAKES HIS WAY ACROSS THE SEA OF EVERYTHING, THE SKY OF NOTHING...

...AND EMERGES INTO A MOONLIT MARSHLAND.

SALLIS IS MOMENTARILY OVERWHELMED BY THE FEELING OF FLESH ON HIS BONES, AIR IN HIS LUNGS. BY THE SOUNDS AND SCENTS THAT ERUPT ALL AROUND HIM.

BUT THESE QUESTIONS FADE FROM HIS MIND WHEN HE SEES THE REMAINS OF K'AD-MON, OF THE **MAN-THING**, SCATTERED ACROSS THE EARTH.

HOW LONG HAS IT BEEN, HE WONDERS, SINCE HE WAS TRULY HUMAN? SINCE HE WORE THE FRAGILE RAIMENT OF MORTAL MAN?

HE KNEELS BY HIS MASTER'S SIDE, IN SHOCK. IS IT **POSSIBLE**? HE WONDERS. CAN THE FIRST MAN OF THE LINEAGE, HUSBAND OF THE DIVINE MOTHER **CLEITO**, FATHER OF THE HUMAN RACE... BE **DEAD**?

THEN, TO SALLIS'S RELIEF AND AMAZEMENT, HE **HEARS** IT: THE SONG OF K'AD-MON; THAT INEFFABLE MUSIC THAT **TRANSCENDS** MERE WORDS AND MELODY -- AND APPROACHES DIVINITY. HE TURNS...

...AND REALIZES THAT K'AD-MON CAN BE DRIVEN OUT OF FORM, BUT HE CAN **NEVER** DIE. NO, THE FIRST MAN IS ALIVE **IN THE SWAMP ITSELF**. HIS CONSCIOUSNESS FILLING EVERY STONE, EVERY FISH, EVERY TREE, EVERY INSECT.

AND K'AD-MON SINGS ON, EACH WORD, EACH NOTE, VIBRATING THROUGH SALLIS'S CELLS. I AM UNIMPORTANT, *THE SONG TRILLS*. IT IS THE STAFF THAT MATTERS. AND SCRIER... HAS DREAMED THE SACRED ENERGIES FROM THE STAFF.

SALLIS KNEELS BY THE WATER (WHERE K'AD-MON'S CONSCIOUSNESS TAKES FORM, GAZES BACK AT HIM LIKE SOME SWIRLING WATER-SPRITE)...

...ABSORBING THE FULL HORROR OF WHAT THE SONG HAS TOLD HIM. FOR THE STAFF IS THE ROD OF **GOD HIRSELF** HELD IN **HIR** HAND WHEN S/HE CREATED THE UNIVERSES.

AND IF SCRIER HAS SOMEHOW TAPPED INTO THE STAFF'S POWER, HE COULD USE IT TO MANIPULATE THE NEXUS. CHANGE ALL REALITY, ON EVERY PLANE OF EXISTENCE, TO **WHATEVER HE WILLS.**

AND HE HAS TAKEN THE POWER, K'AD-MON'S SONG GOES ON. AND HE WILL USE IT. UNLESS YOU STOP HIM!

"**BUT** HOW CAN I --?" SALLIS ASKS, STOPPING HIMSELF IN MID-SENTENCE -- BECAUSE HE ALREADY KNOWS THE **ANSWER.**

URGED ON BY K'AD-MON'S ETHEREAL HYMN, HE TURNS TO FACE THE MAN-THING'S DECIMATED FORM. "BUT I SHOULD," HE PROTESTS (KNOWING AS HE SPEAKS THE WORDS HOW **FUTILE** THEY ARE), "BE IN THE NEXUS, WITH ELLEN." THE NEXUS WILL DIE, K'AD-MON CHANTS IN RETURN, AND ELLEN WITH IT IF YOU DO NOT BECOME WHAT YOU ONCE WERE.

SALLIS CONSIDERS THE YEARS HE WAS TRAPPED IN THAT HIDEOUS SHELL, HIS HUMANITY BURIED, HIS CONSCIOUSNESS OBLITERATED. HE CONSIDERS RUNNING, DEEP INTO THE SWAMP -- BUT THERE IS NOWHERE HE COULD EVER HIDE -- FROM HIS OWN CONSCIENCE.

SO HE REACHES OUT TOWARD THAT ROTTING SPLAYED SHAPE... AND **IT BEGINS TO MOVE!** SLITHERING TOWARD HIM, WRAPPING ITSELF AROUND HIM, FLENSING THE FLESH FROM HIS BONES, UNTIL, ONCE AGAIN...

TED SALLIS -- IS THE MAN-THING.

ON A MOUNTAINTOP IN THE HIMALAYAS...

LOOK OUTRIDER --

...OUTSIDE THE TEMPLE WHERE HE SLEPT FOR A THOUSAND YEARS...

...SCRIER STANDS WITH HIS NEW DISCIPLE.

JUST AS I CHANGE FORM WITH A THOUGHT -- CHANGING YOU ALONG WITH ME --

-- SO EVERY THOUGHT, EVERY DREAM, OF EVERY CREATURE ALIVE AND DEAD... CREATES UNIVERSES WITH-OUT LIMIT.

IN THAT LIGHT -- AND **BEYOND** IT -- ARE THE ENDLESS REALITIES THAT PERMEATE SPACE AND TIME. AND THE NEXUS UNITES THEM ALL.

BUT IN THE HEART OF THE NEXUS DWELL K'AD-MON'S TWO GUARDIANS. THEY STAND BETWEEN ME... AND MY GOAL.

I HAVE ALREADY TAKEN STEPS TO ENSURE THAT THE MALE HAS LEFT THE NEXUS.

NOW **YOU** WILL ENTER THE TUNNEL BETWEEN WORLDS... REACH THE FEMALE GUARDIAN -- AND TAKE HER PLACE. **DO NOT KILL HER** --

-- BUT SEE THAT SHE IS THRUST INTO ANOTHER TIME, ANOTHER WORLD.

AND THEN, WHEN YOU STAND ALONE IN THE NEXUS, MY CONSCIOUSNESS WITHIN YOURS WILL **GUIDE** YOU -- AND **TOGETHER** WE WILL WEAVE A SKEIN OF REALITIES --

-- TO MY LIKING.

THE GOAL I HAVE WORKED TOWARDS SINCE TIME'S BEGINNINGLESS BEGINNING -- WILL BE **REACHED.**

GO NOW, OUTRIDER -- AND DON'T BE AFRAID. YOU WERE CHOSEN TO BE MINE BEFORE YOUR SOUL TOOK ROOT IN YOUR MOTHER'S WOMB.

THIS IS YOUR **DESTINY.**

"EMBRACE IT."

IT'S A GORGEOUS NIGHT: SKY CLEAR, THE SUMMER AIR UNUSUALLY FRESH. NEW YORK, SPIDER-MAN THINKS, HAS NEVER LOOKED MORE BEAUTIFUL.

A PERFECT TIME TO BE TAKING A WALK WITH MY WIFE. TO FORGET ABOUT OUR TROUBLES AND JUST ENJOY EACH OTHER.

SO WHY, HE WONDERS, IS HE SITTING ALONE ATOP THE CHRYSLER BUILDING, WITH A KNOT OF FEAR -- ALL THE MORE UNSETTLING FOR ITS VAGUENESS -- IN HIS GUT?

WHY HAS HIS SPIDER-SENSE BEEN BUZZING -- IN A DISTURBING WAY IT NEVER HAS BEFORE -- UNRELENTINGLY ALL NIGHT?

DISGUSTED, HE DECIDES TO HEAD HOME, BURY HIS FOREBODINGS IN HIS WIFE'S REASSURING ARMS.

THEN HE HEARS THE SONG...

...PERMEATING HIS CONSCIOUSNESS...

...MELTING HIS FEARS EVEN AS IT CONFIRMS THEM.

AND HE KNOWS...

MAN-THING?!*

* Spidey has encountered the swamp creature numerous times --Helpful Ralf.

...HE WON'T BE GOING HOME TONIGHT.

SINCE WHEN DO YOU TALK -- LET ALONE SING? AND WHO DROPPED A BOTTLE OF BLEACH ON YOU?

AND FOR THAT MATTER WHAT ARE YOU DOING AWAY FROM YOUR SWA --

I AM NOT, THE SONG INTERRUPTS, WHAT I WAS BEFORE. I AM TED SALLIS... AND MUCH MORE. AND I HAVE BEEN LED HERE SPIDER-MAN, BY THE ECHO OF THE SCRIER IN YOUR MIND.

THE SCRIERS? WHAT HAVE THEY GOT TO DO WITH --

I CANNOT TELL YOU, THE SONG REPLIES, I CAN ONLY...

WAIT A MINUTE -- WHAT'RE YOU DOING?!

...SHOW YOU.

SPIDER-MAN EXPERIENCES A MOMENT OF GENUINE TERROR AS THE MAN-THING'S MOIST PAW CLAMPS DOWN ON HIS FACE.

HE'S SEEN WHAT A SINGLE TOUCH FROM THE CREATURE CAN DO TO A MAN. HOW IT CAN BURN BOTH FLESH AND SPIRIT.

BUT THIS BURNING...

AAHHHH--!

...IS DIFFERENT.

I REMEMBER NOW! I REMEMBER EVERYTHING!

SCRIER! THE DANGER TO THE NEXUS!

BUT WHAT CAN I DO TO STOP HIM? IF SCRIER'S AS POWERFUL AS HE SEEMS TO BE, I --

YOU, THE SONG RETURNS, CAN DO NOTHING. I MUST SEEK SCRIER OUT. YOUR TASK -- IS TO ENTER THE TUNNEL BETWEEN WORLDS...

...AND STOP THE OUTRIDER... BEFORE HE REACHES MY WIFE.

A WIND, SPIDER-MAN IS INFORMED, THAT IS ALIVE. A WIND -- THAT IS K'ADMON: HIS CONSCIOUSNESS ROOTED IN THE VERY ATMOSPHERE AROUND THEM.

K'ADMON -- WHO LIFTS THEM UP, CARRIES THEM OFF, ACROSS THE CITY...

...TOWARD THE APPOINTED PLACE WHERE SPIDER-MAN WILL ENTER THE TUNNEL.

YOUR... WIFE?

I DON'T MEAN T'BE RUDE OR ANYTHING, BUT WHO IN THE WORLD WOULD MARRY YOU?

IF THE MAN-THING HAS A RESPONSE, IT'S LOST IN THE SUDDEN HOWLING OF THE WIND.

NOW HOLD ON A SECOND! I'M NOT DOCTOR STRANGE, Y'KNOW! THIS KINDA STUFF IS WAY OUT OF MY LEAGUE!

FATE, THE WIND AND THE SONG REPLY, CHOOSES WHO SHE WILL. AND SHE HAS CHOSEN YOU, SPIDER-MAN.

WILL YOU IGNORE HER CALL?

IN THE TUNNEL BETWEEN WORLDS -- THE OUTRIDER MOVES FORWARD CAUTIOUSLY. IMAGES FROM A THOUSAND PLANETS, A MILLION REALITIES, TEN MILLION FANCIES AND NIGHTMARES, WHIRLPOOL AROUND HIM...

...AND IT'S ONLY THE SPARK OF SCRIER'S POWER IN HIM -- THAT KEEPS MARTIN ZANTZ SANE.

MARTIN ZANTZ. WALKING THIS CORRIDOR OF MADNESS, HIS OWN NAME SEEMS LIKE A STRANGER'S. HIS OWN LIFE A STORY IN A BOOK, READ FAR TOO LONG AGO.

BUT IT IS HIS NAME, HIS LIFE. A LIFE OF PAIN AND BITTERNESS; ABUSE AND ABANDONMENT -- PUNCTUATED BY **ECSTATIC VISIONS:** HE SAW WORLDS BEYOND THIS ONE, FOREVER OUT OF HIS REACH. AND HIS THWARTED DESIRE TO **ATTAIN** THOSE WORLDS...

...TURNED TO **RAGE.** RAGE THAT LED TO PRISON. YET PARADOXICALLY. IT WAS PRISON THAT PROVIDED THE KEY -- TO HIS FREEDOM.

For it was there he lost himself in the **LIBRARY**: devouring every book on philosophy and religion he could find. It was there he first encountered the legends of Scrier -- which held the meaning, the **PURPOSE**, he'd been seeking all his life.

Soon after his release, Zantz sought out the **CULT** of the Scriers: was recruited into their ranks -- rising quickly to a position of power.

But even this left him dissatisfied -- for he craved **REAL EXPERIENCE** of the universal wonders he'd glimpsed as a boy. **CONFIRMATION** of his childhood visions.

And now, at last, he has what he's always wanted. Now he walks **WITHIN** the vision -- and it terrifies him.

But his fear is offset by the sense of pride, of fulfillment, that courses through him. Martin Zantz is dead... as, perhaps, he always was: he is **OUTRIDER** now, Scrier's servant and slave...

...and he has a **JOB** to do.

The outrider pauses, hearing something -- no, **FEELING** it vibrating through his aura -- an enemy. A servant of K'ad-Mon.

SPIDER-MAN ISN'T SURE HOW LONG HE'S BEEN CRAWLING THROUGH THE PASSAGE: HE ONLY KNOWS THAT HE'S **SORRY** HE AGREED TO DO IT.

HE CAN HARDLY KEEP HIS EYES FOCUSED, HIS MIND ORDERED. SEVERAL TIMES HE'S BEEN SO ENTRANCED BY THE DREAMSCAPES FLICKERING AROUND HIM THAT HE'S FORGOTTEN WHO HE IS, WHY HE'S HERE.

BUT HE **CAN'T** FORGET: IF OUTRIDER REACHES ELLEN SALLIS BEFORE HE DOES, **ALL CREATION** GOES DOWN.

OR WILL IT? *HE WONDERS.* WHEN I SHARED CONSCIOUSNESS WITH THE MAN-THING, I SAW THAT SCRIER IS ESSENTIALLY...UNKNOWABLE.

WHO CAN SAY WHAT HE'S REALLY PLANNING? WHAT IF IT ISN'T HELL HE'S SEEKING... BUT A GALACTIC UTOPIA? DO I HAVE THE RIGHT TO --

THEN HE STOPS HIMSELF, REALIZING THAT THESE THOUGHTS **AREN'T HIS.** THAT THEY'RE BEING **FORCED** INTO HIS MIND, BY --

--OUTRIDER!

BUT BEFORE HE CAN SO MUCH AS RAISE A HAND IN HIS OWN DEFENSE, SPIDER-MAN IS THRUST, **THROUGH THE TUNNEL** WALLS. AND HE FALLS...

...ACROSS FOREVER.

AT FIRST HE'S CONFUSED WHEN HE HEARS THE LAUGHTER ERUPTING AROUND HIM. WASN'T HE JUST... **SOMEWHERE ELSE?** A **TUNNEL...?** AND WASN'T THERE SOMETHING **IMPORTANT** HE WAS SUPPOSED TO DO?

BUT WHEN THE BAND KICKS IN TO GOOSE THE JOKE, REALITY SETTLES INTO PLACE. "**SOMETHING IMPORTANT**"? WHAT'S MORE IMPORTANT THAN STANDING HERE ON THIS STAGE, HOST OF THE HIGHEST-RATED TALK SHOW IN THE WORLD?

WHEN THAT RADIOACTIVE SPIDER BIT HIM, ALL THOSE YEARS AGO, WHO WOULD HAVE EVER GUESSED THAT IT WOULD LEAD HIM HERE?

FIRST CAME THE WRESTLING GIGS, THEN THE TELEVISION AND MOVIE APPEARANCES...

...AND, FINALLY, A CHANCE TO HOST HIS OWN LATE-NIGHT TALKER.

The late night show starring "SPIDER-MAN"

UH... SO, AH -- WHERE **WAS** I? OH, YEAH!

I TOOK MY WIFE -- Y'KNOW, MARY JANE THE **BRAINLESS?** -- TO THIS NEW RESTAURANT DOWN ON SUNSET.

MUY EXPENSIVO... I MEAN I MUST'VE DROPPED A WEEK'S PAY --

-- AND, BELIEVE ME, THEY PAY ME *WAY* MORE THAN MINIMUM WAGE --

HA HA HA

ANYWAY, THIS FOOD -- AND I'M USING THE TERM LOOSELY -- WAS TO GOURMET COOKING WHAT *AL GORE* IS TO *CHARISMA!*

HA HA HA

MAN! HE THINKS. THIS IS REALLY THE LIFE!

...GREAT SHOW, PETER! HOW DO YOU DO IT NIGHT AFTER NIGHT?

IT HELPS TO BE A COMIC *GENIUS!*

YOU ARE SO FUNNY --

WHO'S *JOKING?*

Uh... *PETER..?*

DON'T YOU EVER *KNOCK* BEFORE YOU COME IN A ROOM, *THOMPSON? WHY* DO I KEEP A DUNCE LIKE YOU AROUND?

Uh... SORRY -- BUT YOUR *UNCLE BEN'S* ON THE PHONE. SAYS HE AND YOUR AUNT ARE COMING OUT TO L.A. AND --

TELL THEM I'LL BE OUT OF TOWN -- FOR THE *REST OF THE YEAR!*

YES, *SIR!*

SLAM

MY AUNT AND UNCLE... THEY'RE LIKE TWO THOUSAND YEARS OLD... ABOUT AS HIP AS A *DONNA REED* RERUN! STILL TREAT ME LIKE I'M *TWELVE* -- AND THEY EXPECT ME TO --

...TO...

NOT *RIGHT.*

NOT *RIGHT.*

NOT *RIGHT.*

AS IF SOMETHING... I DON'T KNOW... AS IF SOMETHING'S JUST *NOT RIGHT.*

OH, MY GOD!

THIS ISN'T MY LIFE... MY WORLD! OUTRIDER -- HE PUSHED ME OUTTA THE TUNNEL -- AND INTO SOME KIND OF --

--PARALLEL UNIVERSE!

Uh -- DOES THIS MEAN OUR *DATE'S* OFF?

AND *WHAT* A UNIVERSE IT IS! *HE MUSES.* UNCLE BEN ALIVE... AND PETER PARKER A SPOILED, RICH EGOMANIAC!

IS THIS WHAT *REALLY* WOULD HAVE HAPPENED IF BEN HADN'T BEEN MURDERED BY THAT BURGLAR? IS THIS WHO I *REALLY* WOULD HAVE BECOME?

BUT THERE'S NO TIME TO PONDER THESE UNSETTLING QUESTIONS.

NOT WHEN AN INTER-DIMENSIONAL HOLE SUDDENLY APPEARS IN THE WALL BEFORE HIM.

NOT WHEN THE SONG OF THE MAN-THING FILLS HIS MIND.

ONCE YOU UNDERSTAND, THE SONG INFORMS HIM, AS HE LEAPS, LIKE ALICE, DOWN REALITY'S RABBITHOLE, THAT ALL UNIVERSES ARE ONE-- YOUR VERY BELIEF WILL OPEN THE DOORWAYS BETWEEN THEM.

YEAH, *RIGHT* -- WHATEVER YOU --

-- SAY..?! UNCLE BEN!

FOR A MOMENT HE'S BEWILDERED, NOT SURE WHERE HE IS. DOZENS OF MEMORIES -- ALL OF THEM CONFLICTING -- FIGHT FOR DOMINANCE IN HIS MIND.

BUT IT DOESN'T *MATTER,* HE REALIZES, WHERE OR EVEN WHO HE IS. ALL THAT MATTERS...

NO!

...IS UNCLE BEN!

BLAM

AS THE BULLET RIPS INTO HIM, HE TUMBLES SPASMODICALLY TO THE FLOOR, LINEAR MEMORY REASSERTS ITSELF:

HE'S PETER PARKER, A TYPICAL SIXTEEN YEAR OLD WITH NO SPECIAL POWERS BEYOND AN OPEN HEART AND KEEN INTELLECT.

BUT FOR A MOMENT -- AS HE HURLED ACROSS THE ROOM, KNOWING THAT HIS ACTIONS WOULD SAVE HIS BELOVED UNCLE -- HE FELT LIKE...

PETER -- OH, DEAR LORD... PETER --

YOU CAN'T DIE.

...A HERO.

...I KNOW YOU'RE HERE -- BUT I DO NOT FEAR YOU.

PERHAPS, THE MAN-THING'S CONSCIOUSNESS SINGS. PERHAPS NOT. FOR I CARRY NOT JUST MY OWN POWER, NOT JUST K'AD-MON'S...

...BUT THE POWER OF OUR ANGELIC RACE. THE FALLEN STARS THEMSELVES HAVE FED THEIR ENERGIES INTO ME.

EVEN YOUR POWER IS NOT ENOUGH TO STOP ME.

WITH ONE SMALL GESTURE, I TRANSFORM THIS BARREN MOUNTAINTOP FROM DEAD WINTER TO LIVING SPRING. WITH ONE GLANCE I COULD SLAY YOU -- AND ALL THE FALLEN STARS.

BEFORE YOUR RACE WAS, I WAS. BEFORE THE BIRTH OF THE UNIVERSES AND THE DEATH THAT PRECEDED IT, I WAS. BEFORE TIME. BEFORE CONSCIOUSNESS.

DO WHAT YOU WILL, MAN OF THE LINEAGE. YOU WILL FAIL.

YOU, THE CREATURE REPLIES, ITS MELODY BOTH REVERENT AND CHALLENGING, WHO ARE CAPABLE OF SUCH LIFE, SUCH RENEWAL -- SEEK INSTEAD TO DESTROY ALL THAT IS?

YOU ASSUME THAT DESTRUCTION IS MY GOAL. HOW DO YOU KNOW THAT I DO NOT PLAN TO RESHAPE REALITY INTO **PARADISE**... AS I HAVE DONE HERE?

PARADISE OR THE PITS OF HELL, *RESPONDS THE SONG*, YOU THWART THE CREATOR'S WILL. HIR PLAN FOR HIR CREATION. AND THAT CANNOT BE PERMITTED.

TO EXPLAIN MYSELF TO YOU, WOULD BE LIKE A MAN EXPLAINING HIMSELF TO A **STONE**. BUT I AM NOTHING IF NOT FAIR --

SUPPOSE I STRIKE A **BARGAIN** WITH YOU? LET THE **HUMANS** DECIDE THEIR OWN FATE. IF OUTRIDER SUCCEEDS, MY WILL IS DONE. IF SPIDER-MAN SUCCEEDS --

-- THEN I WILL RESTORE YOUR STAFF'S POWER -- AND MAKE NO FURTHER STRIKES AGAINST THE NEXUS.

AGREED.

ONE WORD -- LIKE A SYMPHONY. ONE WORD...

...LIKE A PRAYER.

...PETER...? *PETER!* OH, GOD, BEN -- WHAT'S HAPPENED?

IT'S...ALL RIGHT. REALLY. I'M NOT SURE HOW... BUT THIS HAS ALL HAPPENED... BEFORE.

AND I COULDN'T STOP HIM...COULDN'T SAVE YOU .BUT I DID IT THIS TIME, UNCLE BEN I DID IT...

THIS...

...TIME...

HE'S GONE, MAY.

OUR BOY'S GONE!

GOODBYE.

HE THINKS IT'S THE TUNNEL TO THE AFTERLIFE BUT SOON REALIZES...

...THAT IT'S THE TUNNEL BETWEEN WORLDS.

NEVER HAVING TRULY LIVED IN THAT PARALLEL UNIVERSE (HIS MIND WAS SIMPLY MERGED WITH HIS DOPPELGANGER'S), HE COULD NEVER TRULY DIE THERE...

...AND SO HE WAS THRUST BACK -- INTO THE NEXUS TUNNEL.

MY OWN "DEATH", SPIDER-MAN REALIZES, WAS ACTUALLY THE DOORWAY...

...TO LIFE.

HE MAKES HIS WAY TOWARD THE HEART OF THE NEXUS, PRAYING THAT HE'S NOT TOO LATE TO STOP THE OUTRIDER...

...BUT HIS WORST FEARS ARE REALIZED WHEN HE SEES ELLEN SALLIS DRIFTING HELPLESSLY, WEAK, BARELY CONSCIOUS. HER VERY BEING **FLICKERING** IN AND OUT OF EXISTENCE.

MY GOD -- I'M NOT JUST **CONNECTED** TO IT --

I AM **THE NEXUS!**

THE STRAIN OF SUSTAINING ALL REALITIES, WITHOUT HER HUSBAND'S AID, LEFT HER VULNERABLE TO THE OUTRIDER'S ATTACK...

...AND NOW SCRIER'S PUPPET -- HAS TAKEN HER **PLACE.**

PETER LEAPS, ON INSTINCT, JUST AS HE DID WHEN HE SAVED BEN PARKER'S LIFE. LEAPS STRAIGHT AND SURE...

...INTO THE NEXUS CORE!

AS HE GRAPPLES WITH HIS ENEMY, A **SHOCKWAVE** RIPPLES THROUGH HIM -- AND SPIDER-MAN'S CONSCIOUSNESS **CONJOINS** WITH THE OUTRIDER'S -- AND WITH THE INTERSECTING REALITIES THAT PERVADE THE NEXUS.

SUDDENLY, THE CORE ITSELF SEEMS TO SHATTER, DROP AWAY...

...AS THE BATTLE FOR THE SOUL OF CREATION CATAPULTS THEM INTO A SPACE **BEYOND** PHYSICAL FORM:

THEY HAVE **CROSSED OVER** INTO THE QUANTUM REALITY THAT **UNDERLIES** ALL UNIVERSES. WITHOUT THE PSYCHIC SUPPORT OF SCRIER AND THE MAN-THING, BOTH MEN WOULD UNDOUBTEDLY BE **ANNIHILATED**...

...ALL TRACES OF THEM **ERASED** -- FROM EVERY **REALITY.**

BUT EVEN SO IT'S AN EFFORT TO STAY CLEAR, STAY SANE. SPIDER-MAN'S MIND REACHES OUT, LIKE A DROWNING MAN DESPERATE FOR BALLAST...

...AND FINDS THE ONLY THING IN **ANY** UNIVERSE THAT CAN SUSTAIN HIM IN THIS TERRIBLE HOUR:

LOVE.

HE CAN'T WRAP HIS MIND AROUND A RIPPLING COSMOS THAT TWISTS IN ON ITSELF, THEN BENDS OUTWARD AGAIN... GROWING AND CHANGING... SPAWNING INFINITE WORLDS. WHAT MAN CAN FIGHT FOR SUCH A VAST, INTANGIBLE CONCEPT?

BUT HE CAN FIGHT FOR WHAT HE CHERISHES: FOR THE SMALL JOYS OF **ONE SIMPLE LIFE.** FOR A WIFE'S TENDERNESS, A FRIEND'S LOYALTY.

AN AUNT'S COMPASSION. AN UNCLE'S INSPIRATION.

FOR AN EXISTENCE THAT -- DESPITE ITS TRAUMAS AND FLAWS (NO! HE SUDDENLY UNDERSTANDS. NOT DESPITE THEM... BECAUSE OF THEM!)...

...IS UNUTTERABLY SACRED.

THESE THOUGHTS, THESE FEELINGS, SWEEP ACROSS THE QUANTUM SEA; BATTER THE OUTRIDER MORE POWERFULLY THAN ANY PHYSICAL BLOW EVER COULD.

BUT SCRIER'S MAN GATHERS UP HIS OWN DARK THOUGHTS -- AND HURLS THEM BACK ACROSS THE VOID:

IT'S IDIOCY, *THOSE THOUGHTS RAGE*, TO BELIEVE THAT OURS IS THE BEST OF ALL WORLDS! WE LIVE IN A CHARNEL HOUSE! A WRETCHED UNIVERSE CONTROLLED BY A SPITEFUL GOD!

IF THERE'S EVEN *THE SMALLEST* CHANCE THAT SCRIER WILL RAISE THE HUMAN RACE UP, THAT HE'LL DISSOLVE OUR SUFFERING AND SINS... *THEN I'LL NEVER* GIVE UP!

AND IF HE INTENDS TO WASH US ALL AWAY IN FIRE AND BLOOD... WELL, MAYBE...

...THAT'S NOT SUCH A BAD THING.

AND WHILE THEY BATTLE, WHILE WHOLE UNIVERSES WHEEL AND EXPLODE THEN RE-FORM AGAIN...

...ELLEN SALLIS FINDS HERSELF TORN APART BY THESE TWIN FORCES. HER SPIRIT **THINNING OUT** LIKE A DISPERSING CLOUD. HER SOUL...

...FADING INTO OBLIVION.

BUT THEN THE REALITIES **HEAVE UP** AROUND HER. SHE HEARS SPIDER-MAN ROAR. HEARS THE OUTRIDER WEEP.

A GREAT WIND, LIKE THE BREATH OF GOD, ERUPTS FROM NOWHERE AND EVERYWHERE, CARRYING HER -- CARRYING **ALL** OF THEM -- UP, THROUGH THE LAYERS OF THE DREAM.

A VOICE, MORE FAMILIAR THAN HER OWN, WHISPERS IN HER EAR. AND SHE **UNDERSTANDS.**

...FALLS.

...SHE...

AND...

SPIDER-MAN'S THOUGHTS RACE IN TORTURED CIRCLES:

WHAT HAPPENED BACK THERE? WHERE'S THE OUTRIDER? HOW DID I GET BACK *HERE?*

AND WHERE *IS* HERE? MY *OWN* REALITY? SOMEONE *ELSE'S?* A UNIVERSE MOLDED BY SCRIER?

HE WEBS OFF, TOWARD HOME -- AFRAID OF WHAT HE'LL FIND THERE.

WILL HE STILL BE MARRIED TO MARY JANE? WILL AUNT MAY BE ALIVE?

FOR THAT MATTER, HE MUSES, ALMOST PARALYZED BY THE THOUGHT, WHOSE FACE WILL BE THERE IN THE MIRROR...

ooo WHEN I TAKE OFF MY MASK?

...YOU **DECEIVED** ME! YOU GAVE ME YOUR WORD THAT YOU WOULD NOT INTERFERE WITH THE CONTEST --

-- AND YET YOU HAVE DRAWN ELLEN SALLIS **OUT OF THE NEXUS!** YOU HAVE --

THE CREATURE INTERRUPTS SCRIER -- NOT USING K'AD-MON'S ANCIENT SONG, BUT SPEAKING IN A VOICE EQUAL PARTS MALE POWER AND FEMALE WISDOM:

ELLEN AND I HAVE ***MERGED***... AND TOGETHER WE'VE DRAWN THE NEXUS ITSELF DOWN TO EARTH...INTO ***THIS VERY FORM.***

IT VIBRATES THROUGH OUR MIND AND HEART. THE ***ATOMS*** OF OUR BODY. WE ***ARE*** THE NEXUS, SCRIER. AND IF YOU WANT IT --

-- YOU'LL HAVE TO COME THROUGH US TO ***GET*** IT.

YOU GAVE ME YOUR WORD!

ACTUALLY, K'AD-MON GAVE HIS WORD. TED SALLIS DID NO SUCH THING.

WHAT CAN I SAY?. AFTER ALL, I'M...OR SHOULD I SAY ***WE'RE*** --

-- ONLY HUMAN.

A SCOWL CROSSES SCRIER'S FACE, FOLLOWED BY A **SMILE**...

...OF SURPRISING GENTLENESS.

I **COULD** DESTROY YOU HERE AND NOW -- BUT YOUR CLEVERNESS **IMPRESSES** ME. YOU WILL LIVE -- FOR THE MOMENT.

BUT I WANT YOU TO PONDER SOMETHING AS I TAKE MY LEAVE. PERHAPS MY GOAL WAS **NEVER** THE USURPATION OF THE NEXUS. PERHAPS MY GOAL --

-- WAS THE **TESTING** OF MY SERVANT. THE **BROADENING** OF HIS CONSCIOUSNESS. THE **DEEPENING** OF THE POWER I'VE GIVEN HIM.

AND PERHAPS,FOR MY OWN REASONS, I **IMPLANTED** THIS... CLEVER SCHEME OF YOURS IN YOUR MIND. BECAUSE I **WANTED** YOU TWO TO PHYSICALLY MERGE WITH THE NEXUS -- AND WITH **EACH OTHER** --

-- ALL ALONG.

So SCRIER VANISHES -- CARRIED OFF...

...ACROSS THE GULF OF DREAMS.

...Y'SEE, AUNT MAY -- THE REASON I WAS GONE ALL NIGHT WAS BECAUSE I... AH... WAS ON **ASSIGNMENT** FOR THE BUGLE --

AND YOU COULDN'T EVEN **CALL?** PETER, YOU **KNOW** HOW I GET. AND IF YOU CAN'T TAKE THE TIME OUT FOR A SIMPLE PHONE CALL THEN --

-- OH, FOR HEAVEN'S SAKE! WILL YOU **LISTEN** TO ME, **MARY JANE?** CARRYING ON LIKE HE'S STILL A **BOY!**

YOU'RE A **GROWN MAN** NOW, PETER --

-- MAYBE IT'S TIME I **STOPPED** ALL THIS WORRYING.

AFTER ALL I'VE GONE THROUGH, ALL I'VE EXPERIENCED... HOW CAN I EVER VIEW MY LIFE, VIEW *REALITY*, IN THE SAME WAY AGAIN?

THEN THE THOUGHTS *DISSOLVE* IN HIS MIND...

For AN INSTANT HE'S STOPPED COLD BY HER WORDS. AN AUNT MAY WHO DOESN'T WORRY? MAYBE I *HAVE* LANDED IN THE WRONG UNIVERSE!

...ALONG WITH ALL **CONSCIOUS MEMORY** OF HIS ADVENTURE IN THE NEXUS.

PETER PARKER IS HAPPY AND AT PEACE. AFTER ALL, WHY **SHOULDN'T** HE BE?

HE'S SURROUNDED BY PEOPLE HE LOVES, LIVING A LIFE THAT, HOWEVER **IMPERFECT** -- IS EXACTLY THE WAY HE **WANTS** IT.

THE VERY **BEST**...

...OF ALL POSSIBLE WORLDS.

THE END

J.M. DEMATTEIS WRITER
LIAM SHARP, AL RIO & DAN SCHAETER ART
RICHARD STARKINGS & COMICRAFT LETTERS
JOHN KALISZ & LIAM SHARP COLORS
RALPH MACCHIO EDITOR
BOB HARRAS EDITOR IN CHIEF

MARVEL COMICS

SEPT
#9

APPROVED BY THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN®

TO SAVE A LIFE--

SPIDEY® MUST PLUNGE--

--INTO THE INFERNO!

WWW.MARVEL.COM

MACKIE
BYRNE
KRYSSING

OF COURSE!

HOW COULD I HAVE BEEN SO *BLIND?*

ALL THESE YEARS OF FOLLOWING LEADS... SO MANY PEOPLE LOST AND...

...THE ANSWER WAS STARING ME RIGHT IN THE FACE ALL THE TIME.

BUT NOW WHAT?

DO I GO TO THE POLICE? RUN AWAY AND PRAY I'M NEVER FOUND?

THE LIST IS GROWING SHORTER.

IT WOULD BE *IMPOSSIBLE* FOR MY LUCK TO HOLD FOR AS LONG AS IT HAS. I --

BRAKOOM

JONATHAN RICKMAN? I'VE BEEN LOOKING FOR YOU.

A SHORT TIME LATER...

HERE WE GO, KIDDO. TRUST ME! I SAVE ADORABLE YOUNG GIRLS FROM FLAMING BUILDINGS *ALL* THE TIME!

ALL IT TAKES IS A LITTLE PRACTICE, SOME WEB-SWINGING AND THE PROPORTIONATE STRENGTH, AGILITY AND ALL-AROUND CHARM OF A *SPIDER.*

LUCKY FOR *YOU* I'M *SPIDER-MAN,* SO...

...HOLD ON TIGHT, KEEP YOUR EYES SHUT AND I'LL HAVE US DOWN SAFE ON THE GROUND BEFORE YOU CAN SAY... Er... SOMETHING!

I HOPE!

THIS FIRE IS *WAY* OUT OF CONTROL.

I WAS LUCKY TO HAVE GOTTEN TO HER BEFORE THE SMOKE AND FLAMES DID.

AND FINDING A SAFE SPOT TO PUT HER DOWN IS GOING TO REQUIRE AN EQUAL AMOUNT OF --

STAN LEE PRESENTS:

THE LIST

HOWARD MACKIE/JOHN BYRNE STORY & ART RAY KRYSSING FINISHES
GREGORY WRIGHT COLORS RICHARD STARKINGS & COMICRAFT LETTERS
RALPH MACCHIO EDITOR BOB HARRAS CHIEF

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

-- LUCK?

HOLD ON, KIDDO.

THIS IS ALL PART OF THE SPIDER-MAN EXPERIENCE.

FWOOM

YOU KNOW... IF THOSE THEME PARK PEOPLE DOWN IN FLORIDA EVER FOUND OUT ABOUT THIS STUFF... THEY'D BE ALL *OVER* ME!

COULD YOU IMAGINE... SPIDER-MAN: THE INTERACTIVE RIDE! I'D HAVE 'EM LINING UP AROUND THE BLOCK!

OKAY... GROUND IS COMING UP REAL FAST... HOLD ON TIGHT, 'CAUSE WE'RE GONNA LAND -- *UGPH!*

KAITLIN!

DADDY!

SEE! THAT WASN'T SO HARD, WAS IT? AND YOU KNOW, SIR, THERE'S NO NEED TO THANK ME, 'CAUSE...

...IT'S ALL IN A DAY'S WORK?

PRETTY GOOD JOB, SPIDEY. THE KID IS PETRIFIED, THE POLICE ARE SUSPICIOUS...

I THINK I'D BETTER GO HOME BEFORE ANYTHING *ELSE* GOES WRONG --

HELP!

LOOK! UP THERE! THERE'S SOMEONE TRAPPED!

Oh, MAN! SOMETIMES THIS HERO THING...

OW... HOT! OW... HOT! OW... HOT!

IT'S OKAY, SIR. I'M GOING TO GET YOU DOWN FROM HERE AND --

NO!

YOU CAN'T HAVE IT! I DIDN'T GIVE IT TO THE OTHER ONE AND I'M NOT GOING TO GIVE IT TO YOU!

I DON'T CARE HOW MANY OF YOU ARE SENT AFTER ME!

I'M NOT GOING TO DISAPPEAR QUIETLY LIKE THE REST OF THEM!

I KNOW WHAT'S BEHIND IT ALL! I'M SO CLOSE TO FIGURING OUT WHO HE IS! THE WORLD HAS GOT TO LEARN THE TRUTH... THE INSANITY! IT'S GOT TO END!

SIR, YOU REALLY WANT TO WATCH WHERE YOU'RE STEPPING THERE.

I'M SURE ALL THAT YOU SAID IS *IMPORTANT*, BUT THIS ROOF... THE FIRE... IT'S... GOING... TO...

NO!

DID YOU *SEE* THAT?

YEAH! SPIDER-MAN *PUSHED* THAT GUY!

NO! THEY *FELL!*

IT REALLY DOESN'T MATTER, BECAUSE...

...NO ONE COULD HAVE SURVIVED A FALL LIKE THAT. I DON'T CARE *WHAT* KINDA POWERS HE'S SUPPOSED TO HAVE!

WAIT! IS THAT SOMEONE *MOVING* INSIDE? *NAH!* IT CAN'T BE --

F

QUICK! THIS MAN NEEDS *HELP!*

OKAY, HERO, BACK OFF! WE'VE GOT IT FROM HERE!

Er...

...SURE.

AND DON'T WORRY ABOUT ME. I'M FINE.

A LITTLE SMOKE INHALATION... A CRACKED RIB OR TWO... FIRST... SECOND DEGREE BURNS AT THE MOST.

BUT I'LL BE FINE.

I'LL JUST SIT HERE ON THE CURB UNTIL THE DIZZINESS STOPS.

WHAT'S THAT?

THE NOTEBOOK THE GUY WAS CLUTCHING. HE MUST'VE DROPPED IT.

WHAT COULD BE SO *IMPORTANT* THAT HE WAS WILLING TO *DIE* TO KEEP IT *AWAY* FROM *ME*?

CAN BARELY READ MOST OF IT. THE REST IS JUST SOME SORT OF LIST... A BUNCH OF NAMES.

A BUNCH OF...

...NAMES?

MY NAME?

anders
Wimoro
Polanski
Havelock
eter Parker

AT THAT MOMENT ON THE OTHER SIDE OF THE WORLD, ON A SMALL TROPICAL ISLAND A STORM IS RAGING.

THIS WAS SUPPOSED TO BE THE PHOTO SHOOT OF A LIFETIME FOR MARY JANE WATSON-PARKER.

NOT JUST BECAUSE THE MAGAZINE INVOLVED HAD AN ASTRONOMICAL CIRCULATION...

... OR BECAUSE SHE WAS GETTING THE COVER...

...OR BECAUSE IT WOULD SOLIDLY PLACE HER AT THE TOP OF THE A-LIST SUPER-MODELS.

BUT THIS TIME MARY JANE'S HUSBAND, PETER, WAS TO ACCOMPANY HER.

IT WAS TO BE A SECOND HONEYMOON FOR THIS YOUNG COUPLE. A TIME TO REASSESS ALL THAT HAS HAPPENED TO THEM IN THEIR BRIEF LIFES.

A TIME TO ENJOY EACH OTHER AND THEIR YOUTH.

BUT SOME THINGS ARE NOT MEANT TO BE.

NO ONE HAD COUNTED ON A TYPHOON DESTROYING THE NATURAL BEAUTY OF THE ISLAND, OR OF THE MAGAZINE GOING WITH A BACK-UP SHOOT.

AND, MOST OF ALL, MARY JANE HAD NOT COUNTED ON PETER MISSING THEIR AIRLINE FLIGHT.

NO COVER.

NO PETER.

NO SECOND HONEYMOON.

PETER... I CAN'T BELIEVE YOU DID THIS TO ME AGAIN!

I THOUGHT THIS KIND OF THING WOULD END WHEN YOU STOPPED BEING SPIDER-MAN.

WELL... IT'S TIME FOR THINGS TO CHANGE!

OPERATOR, I'D LIKE TO PLACE A PHONE CALL TO THE UNITED STATES, NEW YORK CITY, PETER PARKER @(212) 555-1234.

A FEW MINUTES LATER IN NEW YORK CITY...

RRRING

HI! YOU'VE REACHED THE HOME OF PETER, MARY JANE AND MAY. LEAVE A MESSAGE AND WE'LL GET BACK TO YOU.

BREEEEP

THE DAILY BUGLE...

MY NAME?

WHAT THE HECK IS MY NAME DOING ON THAT LIST?

I DON'T KNOW ANY OF THOSE OTHER PEOPLE.

SO THEN I SAY TO HER... WHAT DO YOU MEAN BLONDE?

HI, PETER!

HELLO! ANYONE HOME?

BOY, DO YOU LOOK DISTRACTED.

YEAH... SORRY I WAS TAKING PICTURES OF SPIDEY... A FIRE... LOTS OF SMOKE... IT HAPPENS.

I KNOW IT'S LATE FOR THE AFTERNOON EDITION, GLORI, BUT... I WAS KINDA HOPING THAT...

Er... HI, JILL... GLORI!

PETER... AND PLEASE DON'T TAKE THIS THE WRONG WAY, BUT... YOU STINK!

THAT GLORY GRANT, THE REAL POWER BEHIND J. JONAH JAMESON AND THE BUGLE...

SURE, PETER, BUT...

...TAKE A SHOWER, WILLYA?

...COULD GET YOUR FILM HUSTLED THROUGH DEVELOPING AND ONTO JONAH'S DESK IN TIME?

THAT ABOUT COVERS IT. PLEASE?

GIVE ME A CALL, JILL. WE'LL DO LUNCH... OR MAYBE EVEN SOMETHING FUN!

WHY WOULD *MY* NAME BE IN THE BOOK OF SOMEONE I'VE NEVER MET BEFORE WITH A BUNCH OF OTHER NAMES I'VE NEVER HEARD OF?

I JUST DON'T GET IT.

SO, JILL, WHAT BRINGS *YOU* TO THE BUGLE?

WELL, I'LL TELL YOU, PETER, YOUR WIFE HAS BEEN TRYING TO REACH YOU ALL NIGHT AND ASKED ME TO FIND YOU.

REALLY, JILL? THAT'S GREAT!

I CAN'T WAIT TO TALK TO HER, PUT OUR MARRIAGE BACK TOGETHER AND GET ON WITH OUR STORYBOOK LIFE!

MJ CALLED? WHEN?

GOT TO FIND A PHONE... CALL HER BACK RIGHT AWAY...

...DO YOU HAVE THE NUMBER OF WHERE SHE'S STAYING?

RELAX, TIGER, YOU'RE GOING TO HAVE TO WAIT. MJ AND I SPOKE AND THEN WE GOT CUT OFF.

THE OPERATOR SAID SOME SORT OF MAJOR STORM TOOK OUT THE PHONE LINES AND IT WAS GOING TO BE A WHILE BEFORE THEY WERE RESTORED.

I'D SUGGEST TRYING IN A FEW HOURS, BUT... *DO* TRY!

THANKS, JILL. DON'T KNOW WHAT WE'D DO WITHOUT YOU.

THE DAILY BUGLE "MORGUE"...

THE PLACE IN WHICH ALL THE BACK ISSUES, ALL THE RESEARCH MATERIAL GATHERED BY THE BUGLE INVESTIGATIVE REPORTERS... PRETTY MUCH ANY INFORMATION ONE WOULD NEED REGARDING EVENTS WHICH HAVE TAKEN PLACE IN NEW YORK CITY FOR THE PAST FIFTY YEARS... IS STORED.

AND IT IS HERE THAT PETER PARKER DECIDES TO SEE WHAT HE CAN LEARN OF THE NAMES ON THE LIST.

NOW THE REST OF THESE NAMES ON THE LIST...

HIGHLEY... POLANSKI... CONNER...

NAME AFTER NAME... THEY SEEM TO HAVE EITHER DIED OR DISAPPEARED UNDER MYSTERIOUS CIRCUMSTANCES.

THE MAN I RESCUED FROM THE BURNING BUILDING WAS *JONATHAN RICKMAN.* THE HOSPITAL SAYS HE'S IN STABLE, BUT GUARDED CONDITION, AND HAS NO KNOWN RELATIVES.

AND, FROM WHAT I CAN FIND OUT HERE, HAS DONE *NOTHING* SIGNIFICANT IN HIS LIFE PRIOR TO TODAY.

AND THEN THERE'S *ME.*

Hmmm?

A SHORT TIME LATER...

WHAT AM I MISSING?

THERE'S SOMETHING ABOUT ALL THOSE NAMES...

WHAT *IS* IT?!

WHAT THE --?

SUDDENLY I HAD THE FEELING THAT SOMEONE WAS WATCHING ME... LIKE ***SOMETHING*** WAS ABOUT TO HAPPEN.

I DIDN'T GET THE FAMILIAR SPIDER-SENSE TINGLE.

I'M GETTING JUMPY. BETWEEN THE LIST, MARY JANE BEING MAD AT ME, THOSE PHONE CALLS WE'VE BEEN GETTING AT THE HOUSE, VENOM BEING ON THE LOOSE AGAIN...

I NEED TO GET SOME SLEEP.

I'M SURE NONE OF IT WILL SEEM SO BIG AND SCARY IF I'M RESTED.

SHORTLY...

REST WAS ONE WAY TO GO...

...OR I COULD JUST SWING BY THE SCENE OF THE FIRE, POKE AROUND IN THE RUINS AND SEE IF I COULD COME UP WITH ANYTHING TO HELP ME FIGURE THIS ALL OUT.

NOT LIKE I'D BE GETTING TOO MUCH SLEEP WITH ALL THIS SPINNING AROUND IN MY HEAD, ANYWAY.

RICKMAN'S PLACE WAS UP ON THE TOP FLOOR, SO...

A QUICK CHECK WITH THE OLD DANGER-SENSE TO MAKE SURE THERE ARE NO PRYING EYES AND...

WHEW! I AM DEFINITELY GOING TO NEED A SHOWER AFTER THIS.

SO NOW... WHAT AM I LOOKING FOR?

IF IT'S ASHES AND THE CHARRED REMAINS OF CHEAP FURNISHINGS...

...I'VE HIT PAY DIRT!

Hmmm? WHAT'S THIS?

NOW THAT DOES LOOK FAMILIAR.

NERAL
ONICS
RS

"GENERAL TECTRONICS RESEARCH LABS.

"IT SEEMS LIKE JUST YESTERDAY THAT I WENT TO SEE DOCTOR OTTO OCTAVIUS GIVE A DEMONSTRATION OF RADIATION MANIPULATION.

"THINGS DIDN'T GO AS OCTAVIUS PLANNED.

"THE EXPLOSION... IT *SHOULD* HAVE KILLED ME, BUT...

"...ALONG CAME THE SPIDER, GLOWING -- IRRADIATED.

"...AND CHANGED MY LIFE FOREVER.

"SOMEHOW THAT BITE PASSED ALONG THE PROPORTIONATE STRENGTH OF THE SPIDER AND --"

"IT WAS DYING, BUT INSTINCT DROVE IT TO BITE ME.

"IT'S WHAT *SAVED* ME...

WHAT THE --? SPIDER-SENSE GOING CRAZY! GOT TO --

Hmmm? THAT WALL..? IT COULD HAVE BEEN MADE UNSTABLE BY THE FIRE, BUT...

SOMEHOW I JUST CAN'T SHAKE THE FEELING I'M BEING WATCHED.

I NEED SOME ANSWERS, BUT I'M NO DETECTIVE. I'M GOING TO NEED HELP ON THIS ONE.

FOREST HILLS, QUEENS...

THE HOME OF ARTHUR STACY.

PARKER? WHAT ARE YOU DOING HERE?

I COULD ASK YOU THE SAME THING, PAUL.

YEAH... WELL, I LIVE HERE, PARKER AND I DON'T REALLY LIKE THE IDEA OF YOU COMING AROUND. YOU'VE BEEN BAD NEWS FOR MY FAMILY FROM THE GET-GO. MY COUSIN GWEN... UNCLE GEORGE.

WHY DON'T YOU JUST TAKE IT SOMEWHERE ELSE?

DESPITE MY FATHER'S STOICISM, HE IS STILL HURTING FROM THAT RUN-IN WITH BULLSEYE AND DOESN'T NEED YOUR --

ENOUGH, PAUL!

YEAH... WELL... THAT JOB AT TRICORP SHOULD HAVE BEEN MINE, PARKER! THEY'LL COME AROUND EVENTUALLY. REALIZE THEY HIRED THE SECOND BEST QUALIFIED MAN.

SORRY ABOUT THAT, SON... COME IN... COME IN!

SORRY, I DON'T HAVE MUCH TIME FOR YOU BUT I'M IN THE MIDDLE OF AN INVESTIGATION AND...

I UNDERSTAND, Mr. STACY. I WAS JUST HOPING YOU COULD GIVE ME POINTERS ON HOW TO CONDUCT MY OWN INVESTIGATION.

LET'S SEE WHAT WE CAN DO.

Hmmm? ARTHUR'S GOT A PRETTY HEFTY FILE ON SENATOR WARD. WONDER WHAT'S UP WITH THAT?

A SHORT TIME LATER...

I SEE WHAT IS THROWING YOU WITH ALL THIS, SON. THERE'RE JUST TOO MANY VARIABLES. THE FIRE, THIS RICKMAN FELLOW, NOW TECTRONICS, BUT...

...THE FIRST RULE OF ANY INVESTIGATION IS TO KEEP IT SIMPLE.

START WITH RICKMAN. GO SEE HIM. TALK TO HIM. LEARN WHAT YOU CAN.

LATER...

Mr. RICKMAN?

THE NURSES SAID YOU WERE AWAKE AND COULD HAVE VISITORS. I WAS JUST WONDERING IF I COULD ASK YOU A FEW QUESTIONS.

I TOLD THE OTHER DETECTIVES EVERYTHING I AM GOING TO --

-- WAIT A MINUTE! YOU'RE TOO YOUNG TO BE A DETECTIVE! WHO ARE YOU?

MY NAME IS PETER PARKER AND I --

PARKER?!

LISTEN TO ME NOW, BOY! YOU'VE GOT TO GET *AWAY* FROM *HERE!*

PLEASE TRY AND CALM DOWN, SIR. I DON'T KNOW WHAT YOU'RE TALKING ABOUT." ALL OF US?" I DON'T KNOW YOU. I'VE NEVER --

WERE YOU OR WEREN'T YOU *THERE* THAT DAY?

YOU'RE ONE OF *US*. IT WON'T *STOP* UNTIL WE'RE *ALL* GONE!

WHAT DAY? WHERE?

I'M SORRY. I'M JUST SO SCARED. FOR MYSELF AND FOR YOU.

TECTRONICS RESEARCH LABORATORIES. THE DAY OF THE EXPLOSION.

YOU WERE THERE, RIGHT?

YES.

SO WAS I. SO WERE QUITE A FEW OTHERS... THE SURVIVORS, BUT...

...ONE BY ONE, UNDER MYSTERIOUS CIRCUMSTANCES, THEY'VE BEEN DYING, OR DISAPPEARING.

I FOUND OUT WHO WAS BEHIND IT... WAS READY TO GO TO THE POLICE... WHEN --

WHO IS BEHIND IT?

"NO ONE WILL BELIEVE IT, BUT... YOU'VE GOT TO GET OUT OF HERE BEFORE WE'RE FOUND!"

"YOU CAN HELP ME!

"WE CAN ESCAPE TOGETHER BEFORE IT'S TOO LATE!

"WE CAN LEAVE THE COUNTRY.

"I KNOW IT SOUNDS A BIT OVER THE TOP, BUT YOU'VE GOT TO BELIEVE ME...

"...WE'RE IN *DANGER!*"

"HIDE.

KTASH!

WHAT WAS THAT?

WE'VE BEEN FOUND!

WE'RE GOING TO DIE!

AT THAT MOMENT ON THE OTHER SIDE OF THE WORLD...

RRRRING

RRRRING

OKAY, MJ, CALM YOURSELF.

HE'S YOUR HUSBAND...

...YOU LOVE HIM...

...AND IT'S TIME YOU TALKED TO HIM.

RRRRING

TIME FOR THE MIND GAMES... THE SECRETS... TO END.

TIME TO TELL PETER *EVERYTHING!* ABOUT THE OBSCENE PHONE CALLS... ABOUT HOW I'VE BEEN HIDING THEM FROM HIM...

ALL I'VE GOT TO DO IS PICK UP THE PHONE, SMILE AND SAY HELLO.

HOW HARD COULD THAT BE?

HELLO?

DID YOU THINK YOU COULD GET AWAY FROM ME, Ms. SUPER-MODEL?

DID YOU THINK I COULDN'T **FIND** YOU?

WELL I **DID!** AND YOU CAN **NEVER** HIDE FROM **ME!**

YOU'RE **MINE!** DO YOU HEAR ME? **MINE!**

WHO **ARE** YOU? WHY ARE YOU DOING THIS?

BECAUSE YOU ARE MINE!

AND DON'T THINK THAT LITTLE **WIMP** OF A HUSBAND IS GOING TO BE ABLE TO **PROTECT YOU!**

HE'S GOING TO BE THE **FIRST** TO GO!

YOU SHOULDN'T HAVE IGNORED ME, MARY JANE!

NOW YOU'LL BE SORRY! HOPE YOU LOOK GOOD IN **BLACK!** 'CAUSE YOU'RE ABOUT TO BECOME A WIDOW!

PETER? I'VE GOT TO GET HOME TO PETER!

NEXT ISSUE: THE MAN FROM **THE SHADOWS!**

MARVEL COMICS

WWW.MARVEL.COM

#10

THE AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

THE GOOD, THE BAD AND... THE SURVIVOR!

BYRNE

HANNA

STAN LEE PRESENTS

AND THEN THERE WERE...

HOWARD MACKIE/JOHN BYRNE STORY AND ART SCOTT HANNA INKS
GREGORY WRIGHT COLORS RS/COMICRAFT'S LIZ AGRAPHIOTIS LETTERS
RALPH MACCHIO EDITOR BOB HARRAS EDITOR IN CHIEF

DOCTOR OTTO OCTAVIUS HAS HAD BETTER DAYS.

HERE WE ARE, OTTO... OH, I *AM* SORRY! YOU PREFER *DOCTOR OCTOPUS* THESE DAYS DON'T YOU?

OKAY, *DOC OCK*, HERE WE ARE!

AND THE *FUN* IS ONLY STARTING.

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

I AM SORRY ABOUT THAT LITTLE BRAWL BACK AT THE HOSPITAL, BUT IT JUST WOULDN'T HAVE DONE TO HAVE YOU DISPOSING OF Mr. RICKMAN... NOT YET.

SORRY ABOUT THAT FOURTH TENTACLE OF YOURS... I REALLY WASN'T EXPECTING YOU TO PUT UP SUCH A FIGHT.

PRETTY IMPRESSIVE FOR A MAN OF YOUR AGE -- AND A SCIENTIST AT THAT!

Last issue -- Referee Ralf.

THERE WAS A TIME WHEN THE MERE THOUGHT OF SUCH SUPER-VILLAIN NONSENSE WOULD HAVE MADE OTTO OCTAVIUS BLUSH!

COSTUMES, CATCHY MONIKERS... THE SINISTER SIX! WHAT WERE YOU THINKING!

NOT THE MAN OF SCIENCE I ONCE NEW!

BUT THAT IS NEITHER HERE NOR THERE.

YOU DID ME A FAVOR BY SHOWING UP AT THE HOSPITAL WHEN YOU DID.

YOURS HAS BEEN THE ONE NAME ON MY LIST WHICH HAS CAUSED ME SOME CONCERN. PARKER AND RICKMAN ARE NOTHING, BUT NORMAL HUMAN BEINGS... THEY CAN BE DEALT WITH AT ANY TIME. JUST LIKE THE REST WERE, BUT YOU...

YOU ARE THE EXCEPTION.

A LITTLE MORE FEISTY, A BIT MORE EXPERIENCED AND...

...MORE THAN LIKELY THE KEY FOR WHICH I'VE BEEN LOOKING.

WHO ARE YOU?

YOU DON'T KNOW, DO YOU?

GOOD.

FOR NOW YOU CAN SIMPLY CALL ME...

CAPTAIN POWER!

A FITTING NAME, DON'T YOU THINK?

CERTAINLY ONE WHICH FITS BOTH MY ABILITIES AND MY APPEARANCE.

RELAX, OTTO. WE ARE GOING TO HAVE A LONG DAY AHEAD OF US.

THE DEGREE OF DISCOMFORT YOU EXPERIENCE IS TOTALLY UP TO YOU.

I DO NOT KNOW WHO YOU ARE... OR WHO YOU THINK YOU ARE... BUT...

...YOU ARE COMPOUNDING AN ALREADY SERIOUS MISTAKE BY PRESUMING THAT YOU CAN HAVE YOUR WAY WITH ME.

WE WILL SEE, OTTO.

WE WILL SEE.

Oh, YES, WE WILL.

YOU HAVE NO IDEA, MY IMPUDENT FRIEND.

MEANWHILE, AT NYU MEDICAL CENTER...

HOW DID THIS ALL HAPPEN WITHOUT MY HEARING IT?

I WAS JUST A FEW ROOMS AWAY WHILE DOC OCK WAS ENGAGED IN A BATTLE WITH... I DON'T EVEN KNOW ***WHO...*** AND I MISSED IT ***ALL!***

MAYBE MY LUCK IS TAKING A TURN FOR THE BETTER.

OR MAYBE DOC OCK IS CONNECTED TO EVERYTHING THAT'S BEEN GOING ON IN SOME WAY.

RICKMAN, THE GUY I RESCUED FROM THE FIRE LAST NIGHT, SAID THAT ALL THE PEOPLE ON THE ***LIST...*** ALL THE DISAPPEARANCES...

THEY'RE CONNECTED TO THE EXPLOSION AT THE ***TECHTONICS RESEARCH LABORATORIES*** FROM A FEW YEARS BACK.

THE DOC OCK CONNECTION MAKES SENSE. IT WAS HIS EXPERIMENT THAT WENT WRONG. HE ***WAS*** THE ONE ON STAGE WHEN THE EXPLOSION OCCURRED.

I CAN'T BELIEVE HOW MUCH OF ALL THAT HAPPENED THAT DAY I'VE TRIED TO FORGET. I ALMOST ***DIED*** THAT DAY.

AND I WOULD'VE, TOO, IF IT WASN'T FOR AN ITSY BITSY SPIDER, A BITE AND SOME WEIRD EFFECT THAT THE RADIATION HAD ON ITS METABOLISM... AND ***MINE.***

SO, AFTER SPENDING WHAT FELT LIKE AN ETERNITY IN THE HOSPITAL... I BECAME SPIDER-MAN AND NEVER THOUGHT THAT THERE MIGHT HAVE BEEN ***OTHER*** SURVIVORS OF THE ACCIDENT.

MAYBE ***OTHERS*** WITH SUPER POWERS?

I'VE GOT TO TRY AND TALK TO RICKMAN ABOUT WHAT HE KNOWS...

...BUT I'M THINKING ***NOW*** ISN'T THE TIME.

THE DOCTORS ARE ***NEVER*** GOING TO ALLOW ME TO GET THAT CLOSE TO HIM.

I'D BETTER CHECK IN WITH MY JOB AT TRICORP AND THEN GO SEE HOW ***AUNT MAY*** IS DOING.

I JUST DON'T SEEM TO BE ABLE TO SPEND AS MUCH TIME WITH HER AS I'D LIKE.

OKAY, CHARLIE, I'VE GOT EVERYTHING I NEED.

THE CRIME SCENE IS ALL YOURS.

OCK'S TENTACLE IS RIGHT WHERE IT MUSTA FALLEN.

PACK IT, SEAL IT UP TIGHT AND GET IT TO THE LAB BOYS... THE THING MAKES ME NERVOUS.

N.Y.P.D.

NYPD

MAKES YOU WONDER HOW SOME GUYS GET TO BE DETECTIVES WHEN THEY'RE SCARED OF THEIR OWN SHADOWS.

THING DOESN'T LOOK SO SCARY TO ME --

WHAT THE --

UGH!!

SCHLPPP

TRICORP RESEARCH FOUNDATION...

I AM AT A LOSS, PETER.

I HAD SUCH *HIGH* HOPES FOR YOU WHEN WE HIRED YOU, BUT... YOUR SPOTTY ATTENDANCE...

YOU JUST SEEM SO DISTRACTED...

...UNABLE TO MUSTER THE ENTHUSIASM I *THOUGHT* I SAW IN YOU... THE ENTHUSIASM WHICH LED ME TO BELIEVE YOU WERE THE PERFECT CANDIDATE FOR A JOB WITH TRICORP.

I'M SORRY, DOCTOR TWAKI, BUT --

PLEASE, PETER, DO NOT INSULT EITHER OF US WITH EXCUSES.

WE ARE A SCIENTIFIC RESEARCH FOUNDATION. WE EXPECT COMMITTED ADULTS TO WORK HERE.

I HAD... AND STILL *HAVE...* FAITH IN YOUR ABILITIES, SON.

I DON'T KNOW WHAT YOUR PROBLEMS ARE, BUT...

...WORK THEM OUT.

PLEASE... DON'T LET ME DOWN.

YES, SIR.

I AM *NOT* GOING TO *BLOW* THIS *ONE!*

HALF WORLD AWAY...

MARY JANE PARKER, SUPER MODEL AND WIFE OF THE HAPLESS PETER, DEALS WITH PROBLEMS OF HER OWN.

NO... THERE HAS GOT TO BE A FLIGHT BACK TO THE UNITED STATES EARLIER THEN THAT!

MS. PARKER... WE ARE WAITING!

NEW YORK CITY... THAT'S RIGHT. I'LL TAKE IT.

MS. PARKER?

JUST WAIT! I'M TRYING TO HAVE A CONVERSATION HERE!

AT THAT MOMENT, BACK IN NEW YORK CITY...

WHAT HAVE WE GOT HERE?

PING

PARKER, MARY JANE
TWA FLIGHT 289
ETA JFK

EXCELLENT.

SHE'S COMING TO ME.

AND, AS PETER ARRIVES HOME TO THE PENTHOUSE APARTMENT HE SHARES WITH THE OFTEN ABSENT MARY JANE AND HIS AGED AUNT MAY...

AUNT MAY? JILL?

Oh... PETER!

JILL, *WHAT* IS *IT?*

I-I-IT'S MY FATHER, PETER... I'M SO SCARED... H-H-HE'S...

BUT I JUST SAW YOUR DAD EARLIER TODAY. HE SEEMED FINE. RECOVERING FROM HIS WOUNDS --

THAT'S HOW HE DEALS WITH THINGS. KEEP UP THE BRAVE FACE.

BUT *I* CAN'T ANY LONGER! NOT WHEN HE'S --

I WANT TO HELP HER, BUT... I *AM* SO DISTRACTED.

HE'S SCARED, PETER. MORE SCARED THEN I'VE EVER SEEN HIM BEFORE.

AND *NOTHING* SCARES MY DAD.

HE'S BEEN TRYING TO GET MY BROTHER PAUL AND ME TO LEAVE TOWN AND WE WON'T...

IT'S MAKING HIM *CRAZY.*

ALL THIS *LIST* STUFF, MJ BEING INCOMMUNICADO AND THE THREATENING PHONE CALLS SHE'S BEEN GETTING...

...I'M SO WORRIED.

I'M SO WORRIED, TOO.

WAIT A MINUTE! DOC OCK... TECHTONICS RESEARCH... THEIR LAB IS RIGHT ON LONG ISLAND...

...IT'S A *START!*

THERE'S THE DOORBELL! I'LL GET IT, DEAR.

PETER? ARE YOU LISTENING TO ME?
YEAH, JILL... I'M SORRY.
WHAT IS YOUR FATHER SCARED ABOUT?
NOT WHAT... WHO?
OKAY... WHO?
WARD... SENATOR WARD. I'VE NEVER SEEN HIM LIKE THIS.
I DON'T KNOW WHAT WARD HAS DONE, BUT HE'S GOTTEN TO MY FATHER IN A BIG WAY. I'M AFRAID. PETER. AFRAID FOR MY FATHER AND AFRAID OF WHAT HE MIGHT DO --
ENOUGH!
WHY WOULD YOU COME TO HIM OF ALL PEOPLE, JILL? AND YET... IT'S EXACTLY WHERE I EXPECTED TO FIND YOU.
PAUL, I --
THIS DOESN'T CONCERN HIM. THE LAST THING WE NEED IS TO HAVE HIM INVOLVED IN OUR BUSINESS. HIM OR HIS BUDDY SPIDER-MAN.
THEY'VE NEVER BEEN TOO HEALTHY FOR OUR FAMILY, JILL, OR HAVE YOU FORGOTTEN THAT SO SOON? REMEMBER UNCLE GEORGE AND COUSIN GWEN? DAD NEEDS US TO BE STRONG FOR HIM NOW, JILL. ARE YOU COMING HOME, OR NOT?
STAY OUT OF OUR LIVES, PARKER!
CONSIDER THAT A WARNING.
I'M SORRY, PETER, BUT... HE IS MY BROTHER AND --
STOP APOLOGIZING FOR ME!
WELL, HE IS CERTAINLY AN UNPLEASANT LAD, ISN'T HE?
YEAH, AUNT MAY... HE IS.

A SHORT TIME LATER...

HELLO! HELLO! PETER?

Grrr! IT'S THE MACHINE.

PETER, IF YOU GET THIS...

...I'M COMING HOME.

I CAN'T BELIEVE WE HAVEN'T SPOKEN... I'M SORRY... IT'S JUST THAT...

Café

TAXI

IT WASN'T YOU, PETER.

THERE WERE PHONE CALLS AND... AND... I'LL EXPLAIN IT ALL TO YOU WHEN I GET THERE.

I LOVE YOU, PETER. ALWAYS WILL... NO MATTER WHAT!

IF YOU GET THIS... TRY AND PICK ME UP AT THE AIRPORT.

I CAN'T WAIT TO SEE YOU.

I MISS YOU.

HERE'S MY FLIGHT INFO...

AT THAT MOMENT, PETER IS FAR FROM HOME, AND IN FULL SPIDER-MAN MODE...

THERE IT IS... THE GENERAL TECHTONICS LABS.

I THOUGHT THE OLD BUILDING WOULD HAVE BEEN TORN DOWN BY NOW.

THE ACCIDENT PRETTY MUCH PUT THE COMPANY OUT OF BUSINESS.

I HEARD THEY HAD TO SELL OFF MOST EVERYTHING JUST TO HANDLE THE LITIGATION.

THE ACCIDENT.

THE WORD MAKES IT SOUND SO CLEAN.

FROM INSIDE... IT WAS ANYTHING BUT!

IT'S BEEN SO LONG AND YET...

THE SNAPSHOTS OF TERROR ACROSS EVERYONE'S FACES... I...I...CAN STILL SEE...

I HATE HAVING TO THINK ABOUT IT ALL AGAIN.

I --

Huh?

SPIDER-SENSE IS TINGLING.

THERE'S SOMETHING HERE.

ARE WE *READY* TO *BEGIN*, OTTO?

PERHAPS IF YOU TOLD ME WHAT YOU WERE LOOKING FOR, I COULD HELP. IF IT'S A VARIATION IN THE BLOOD/RAD LEVEL --

PLEASE, OTTO, DO *NOT* TRY AND IMPRESS ME.

ALL CHANCES OF *THAT* HAPPENING FADED LONG AGO...

WHEN YOU STARTED PARADING AROUND WITH YOUR TENTACLES...

...ROBBING BANKS AND BATTLING COSTUMED VIGILANTES. WHAT A WASTE OF A ONCE FORMIDABLE MIND.

YOU ALWAYS WERE A PRETENTIOUS SNOB, *CHRIS.*

EXCUSE ME?

DID YOU THINK I WOULDN'T BE ABLE TO ASCERTAIN WHO YOU WERE?

THOUGH YOU HAVE *CERTAINLY* CHANGED, CHRIS... I WILL GIVE YOU THAT.

HOW?

HOW DID YOU KNOW?!

THE CLUES WERE ALL AROUND ME, CHRIS.

YOU SAID IT YOURSELF... MY ONCE "*FORMIDABLE MIND*" PUT THEM ALL TOGETHER.

I SPENT *TOO* MANY YEARS OBSERVING YOUR HANDIWORK NOT TO RECOGNIZE YOUR PITIFUL ATTEMPTS AT A LABORATORY OPERATION.

SO ALL OF *THIS*... ALL THAT YOU HAVE DONE... IS IN A SIMPLE ATTEMPT TO PUT TOGETHER THE PIECES OF WHAT HAPPENED *HERE* A FEW YEARS BACK.

HA!

ALL YOU HAD TO DO WAS *ASK*, CHRIS.

I'LL TELL YOU *EVERYTHING!*

DANGER-SENSE IS GROWING STRONGER AND STRONGER AS I GET NEAR THIS BUILD --

-- LOOKS LIKE I *FOUND* IT! WHATEVER *IT* HAPPENS TO BE.

FWOOSH

I AM AFRAID YOU ARE TOO LATE, SPIDER-MAN.

THIS TIME *"THE BAD GUY"* HAS GOTTEN AWAY. HE HAS ONE MORE PERSON TO KILL... I ASSUME YOU KNOW ALL ABOUT THE *LIST?*

WELL, SUFFICE TO SAY, I'VE HELPED HIM NARROW IT DOWN TO *ONE* NAME.

I MAY HAVE EVEN SAVED A FEW LIVES. WHO WOULD HAVE THOUGHT?

NO MORE GAMES, OCK! *WHO* IS HE GOING AFTER?

I WOULDN'T *DO* THAT?

WHY NOT?

UGH!

BECAUSE OF *THAT!*

I DO PLAY HELPLESS RATHER WELL, DO I NOT?

BUT YOU, OF ALL PEOPLE, SHOULD KNOW THAT THAT IS NEVER THE CASE!

NOW I SUPPOSE I AM OBLIGED TO PROVIDE THE ANSWERS WHICH SO OBVIOUSLY ELUDE YOU?

VERY WELL...

IT ALL GOES BACK TO A DEMONSTRATION OF PURE SCIENCE. I WAS ONE OF THE MANY DRONES IN THE EMPLOY OF GENERAL TECHTONICS.

THERE WAS AN EXPLOSION... ONE WHICH OCCURRED DUE TO NO FAULT OF MY OWN. MY CALIBRATIONS WERE, AS ALWAYS, FLAWLESS.

BUT GTL CHOSE TO MAKE ME THEIR WHIPPING BOY.

I WAS DISOWNED, DISGRACED AND LEFT TO FEND FOR MYSELF AGAINST THE COMING STORM.

INTERESTINGLY, WHILE I WAS CAST ASIDE BY GTL, THEY CHOSE TO KEEP THE PATENTS AND ALL RIGHTS TO MY WORKS.

THE COMPANY WAS DISBANDED AND I WAS THE PRIMARY DEFENDANT IN ALL THE CIVIL LAWSUITS WHICH FOLLOWED.

THOUGH, GIVEN MY CHANGE IN LEGAL STATUS, THE LAWSUITS WERE POINTLESS.

BUT THERE WAS ONE WHO TRIED.

A FORMER ASSISTANT, Dr. CHRISTINA CARR.

SHE WAS CRIPPLED IN THE BLAST AND SOUGHT VENGEANCE AGAINST ME!

THE POOR THING APPARENTLY BECAME EMOTIONALLY UNBALANCED IN THE AFTERMATH.

WHEN SHE COULD NOT TAKE OUT HER RAGE UPON ME... SHE SET HER MADNESS AGAINST EVERYONE ELSE WHO WAS CONNECTED TO THE BLAST -- INCLUDING THE VICTIMS SHE FELT HAD BEEN "UNFAIRLY" SPARED.

NOW SHE IS GOING TO DESTROY THAT WHICH GTL HAS BECOME -- TRICORP!

AND SHE PLANS ON BEGINNING WITH Dr. TWAKI... MY FORMER SUPERVISOR...THE MAN WHO CAST ME TO THE WOLVES!

"TWAKI *DESERVES* DEATH FOR WHAT HE DID.

"IT IS *EXACTLY* WHY I ORCHESTRATED THIS LITTLE CHARADE.

"CARR'S MADNESS WAS CAUSED BY EXPOSURE TO RADIATION AT THE TIME OF THE EXPLOSION. IT CAUSED A MUTAGENIC REACTION IN HER BLOOD.

"BUT WITH MADNESS CAME GREAT POWER... AND THE ABILITY TO MORPH INTO A BEING OF GREAT POWER.

"THE PROBLEM IS... SHE IS *KILLING* HERSELF EVERY TIME SHE USES THE POWER.

"BUT I CAN TELL YOU HOW TO STOP HER... *IF* YOU ARE *FAST* ENOUGH!"

TWAK!

WHERE *ARE* YOU?

YOU ARE GOING TO *DIE* FOR WHAT YOU LET HAPPEN TO ME, TWAKI!

WHAT --? WHO *ARE* YOU?

WHAT ARE YOU TALKING ABOUT?

OCK JUST LET ME GO. TOLD ME HOW TO STOP CARR AND THEN TOOK OFF.

HE'S UP TO *SOMETHING* ELSE, BUT *KNEW* I'D HAVE TO RUSH OFF AND TRY AND SAVE TWAKI.

THE ONLY THING I HATE MORE THAN *LOSING* TO OCK...

...IS BEING *USED* BY HIM!

KA-BOOM

DOCTOR CARR! DOCTOR CHRISTINA CARR! THERE IS NO POINT TO THIS!

WHAT?

YOU KNOW?

YOU KNOW WHO I AM? THEN...

...YOU'VE GOT TO DIE FIRST!

COME ON, CHRIS... WHY DO YOU WANNA DO THAT?!

THAT'S IT... FOLLOW THE BOUNCING SPIDER.

DON'T YOU DARE MAKE FUN OF ME!

YOU HAVE NO IDEA OF THE PAIN I HAVE LIVED THROUGH!

THE EXPLOSION... I THOUGHT IT WAS THE WORST OF IT, BUT...

...I WISH I HAD DIED THAT DAY!

C'MON... DON'T SAY THAT!

THERE IS ALWAYS SOMETHING WORTH LIVING FOR.

KEEP FOLLOWING ME.

OCK TOLD ME WHAT TO DO, BUT... THERE IS NO WAY I'M GOING TO TRUST HIM.

WHAT HE DOESN'T KNOW IS THAT I'D BE SHARP ENOUGH TO BE ABLE TO MODIFY HIS PLAN.

WHAT ARE YOU DOING?

YOU THINK THIS IS GOING TO STOP ME?

WELL...

...I WAS HOPING!

ARRGH!

YOU'RE KILLING HIM! YOU MUST STOP --

NO, DOCTOR... ALL I'M DOING IS USING AN ENERGY TRANSVERSION TO SHORT OUT THE MUTAGENIC MORPHING POWER FOR AWHILE.

DOCTOR OCTOPUS WANTED CARR DEAD, BUT...

...I MADE THE NECESSARY MODIFICATIONS TO ENSURE THAT IT WOULDN'T HAPPEN.

AND THIS IS SUPPOSED TO BE A FAVOR? SOME ACT OF *MERCY?*

THE MUTAGEN IN MY BLOOD IS *KILLING* ME!

IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR... *VENGEANCE!*

THANKS A LOT, HERO!

I HOPE I CAN RETURN THE FAVOR SOMEDAY.

LATER.

SORRY, SIR, BUT MR. RICKMAN HAS PASSED AWAY.

WHAT? WHEN?

A COUPLE OF HOURS AGO. THE DOCTORS SAID HIS INJURIES WERE WORSE THAN THEY EXPECTED.

I'M SORRY.

SO THAT LEAVES *THREE* SURVIVORS OF THE ACCIDENT.

AND ALL THREE OF US ARE MESSED UP IN SOME WAY.

HOW LUCKY AM I? I COULD EASILY HAVE LET THE ACCIDENT AFFECT ME IN THE SAME WAY IT DID OCK AND CARR... COULD HAVE LET IT DRIVE ME TO MADNESS.

YEAH! LIKE I'M THE PICTURE OF MENTAL HEALTH!

A GROWN MAN WHO PUTS ON SPANDEX AND SWINGS FROM ROOFTOPS IN ORDER TO FIGHT CRIME!

MAYBE I'M AS INSANE AS *THEY* ARE.

ROOF

BUT I GUESS IT COULD *ALWAYS* BE WORSE.

I'M LUCKY TO HAVE SURVIVED.

LUCKY TO *NOT* BE *INSANE.*

STILL, I CAN'T HELP BUT THINK...

...HOW MUCH *LUCKIER* I'D BE IF I'D *NEVER* BECOME *SPIDER-MAN!*

MEANWHILE...

I CAN'T WAIT TO BE HOME AGAIN!

CAN'T WAIT TO TELL PETER *EVERYTHING!*

I SEE JONAH IS STILL UP TO HIS OLD TRICKS. BLAMING SPIDER-MAN FOR EVERYTHING UNDER THE SUN.

AND PETER IS STILL MANAGING TO GET ENOUGH PICTURES TO--

WAIT A MINUTE!

THE ONLY WAY PETER WAS ABLE TO GET ALL THE PHOTOS OF SPIDER-MAN *BEFORE* WAS THAT HE WAS TAKING PICTURES OF *HIMSELF.*

BUT HE'S NOT SUPPOSED TO BE SPIDER-MAN ANY MORE.

IS HE?

AT THAT MOMENT...

TAXI!

COULD YOU HELP ME GET THIS IN THE TRUNK?

HEY! IT AIN'T SO HEAVY. WHATTA YA GOT IN HERE -- *UGPH!*

JUST A LITTLE DEAD WEIGHT.

AND IT'S *OFF* TO THE *AIRPORT* WE GO!

TAXI

TAXI

END

MARVEL® COMICS

SEPT #9

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER SPIDER-MAN

MACKIE
ROMITA JR
HAMNA

THE HORROR RETURNS!

VENOM® IS BACK!

WWW.MARVEL.COM

TO JOEY Z! THE BEST BUDDY A GUY COULD EVER HAVE!

THE BOWERY, ON NEW YORK CITY'S LOWER EAST SIDE.

A PLACE FOR THE HOPELESS TO MEET THE HOMELESS.

TONIGHT, FOR MOE EDWARDS, A MEETING OF A FAR DIFFERENT NATURE IS IN THE OFFING.

WHAT THE --?

HEY! WHAT IS THIS STUFF?

UGPHK

GET OFF ME! GET...

... OUTTA ...

...

...HEAD!

STAN LEE PRESENTS:

SHADOWS OF THE PAST

MACKIE
ROMITAJR
HANNA
COMICRAFT
WRIGHT
MACCHIO
HARRASDID
ALLTHESTUFF
ITTOOKTO
MAKETHIS
COMIC!

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

ELSEWHERE...

THE FIFTH AVENUE PENTHOUSE OF PETER PARKER.

WHY DIDN'T *YOU* TELL ME BEFORE, *AUNT MAY*?

THE PHONE CALLS STARTED A LITTLE WHILE AGO. I COULD TELL, WHOEVER IT WAS CALLING, WAS UPSETTING MARY JANE. I THOUGHT SHE SHOULD SPEAK TO YOU ABOUT IT... YOU *ARE* HUSBAND AND WIFE... BUT SHE WAS DETERMINED TO HANDLE IT ON HER OWN.

I THINK SHE DIDN'T WANT TO UPSET YOU. YOU HAD STARTED THE NEW JOB AT TRICORP AND SEEMED DISTRACTED WITH SO MANY THINGS.

AND I FELT I WOULD BE BEST TO MIND MY OWN BUSINESS. BUT NOW... WITH YOU HAVING FOUND OUT, BEING SO UPSET, AND MARY JANE AWAY AND NOT EVEN ACCEPTING YOUR CALLS...

RRRRRRING

RRRRING

RRRRRRING

PETER? PETER? *WHERE* ARE YOU *GOING*?

TAKE A *SWEATER* AT LEAST!

A SHORT TIME LATER...

IT'S ***BROCK***... THE FORMER REPORTER EDDIE BROCK... IT'S ***GOT*** TO BE!

I KNEW IT THE MINUTE I HEARD HE'D ESCAPED FROM PRISON AND COME BACK TO TOWN.

THE GUY HATES ME. BLAMES ME FOR EVERYTHING THAT WENT WRONG IN HIS LIFE... EVER SINCE SPIDER-MAN EXPOSED A STORY HE WAS WORKING ON AS FALSE -- IT HUMILIATED HIM IN THE NEWSPAPER BUSINESS.

SINCE HE'S BEEN SEPARATED FROM THE ***SYMBIOTE*** AND CAN'T GET TO ME AS VENOM ANY MORE...

...IT MAKES ALL KINDS OF SENSE THAT HE'S STARTED CALLING, MAKING THREATENING PHONE CALLS TO MJ, AND GET AT ***ME*** THROUGH ***HER!***

WELL, IT'S GOING TO STOP TONIGHT, EDDIE!

THERE'S NO HOLE DEEP ENOUGH FOR YOU TO HIDE FROM ME IN!

SOMEBODY IN THIS TOWN HAS GOT TO HAVE *SEEN* BROCK!

AND I'M GOING TO *FIND* HIM!

IT ALL BEGAN WHEN I GOT INVOLVED WITH THE *SECRET WAR.*

I *NEVER* WOULD HAVE ACCEPTED THE NEW "COSTUME" IF I KNEW IT WAS ACTUALLY AN *ALIEN SYMBIOTE.*

An otherworldly adventure the webspinner participated in during which he acquired the infamous black costume. -- Infamous Ralf.

WHEN IT STARTED TRYING TO CONTROL ME I TURNED TO *REED RICHARDS* AND THE *FANTASTIC FOUR* FOR HELP.

"I'M *NOT* LETTING HIM BACK INTO MY LIFE AGAIN!

"I DON'T CARE *HOW* MANY LOW LIFE'S I HAVE TO ROUST...

"...OR THUGS I'VE GOT TO INTIMIDATE.

"*SOMEONE'S* GOT TO HAVE SEEN HIM!"

A SONIC BLAST SEPARATED IT FROM ME, BUT...

...IT EVENTUALLY ESCAPED FROM THE HOLDING CELL REED PUT IT IN AND...

...FOUND THE SUICIDAL BROCK.

THAT WAS THE DAY THAT *VENOM,* MY WORST NIGHTMARE, WAS BORN.

MUCH LATER...

IT'S NOT HAPPENING.

I'VE *NEVER* BEEN THE WORLD'S GREATEST *DETECTIVE.*

I CAN'T FIND HIM BY MYSELF.

THEN AGAIN...

...MAYBE I DON'T *HAVE* TO!

NOT WHEN I'VE GOT THE RIGHT KIND OF *FRIENDS.*

PARKER

A SHORT TIME LATER AT THE HOME OF INVESTIGATOR ARTHUR STACY...

OOPS! WASN'T EXPECTING PAUL AND JILL TO BE HOME.

WHATEVER IT IS THEY'RE DISCUSSING... NOBODY IS LOOKING TOO HAPPY.

BUT WITH *PAUL* INVOLVED HOW COULD THEY?

I CAN NEVER FIGURE OUT HOW ONE MAN COULD HAVE A WONDERFUL DAUGHTER LIKE JILL AND THEN HAVE A SON LIKE *HIM.*

LOOKS LIKE IT'S...

"...BREAKING UP.

"I'LL GIVE HIM A FEW MORE MINUTES.

"APPARENTLY, WHATEVER IS GOING ON... IT'S TAKING A LOT OUT OF ARTHUR.

"I WONDER IF THIS HAS ANYTHING TO DO WITH THE SENATOR STEWART WARD BUSINESS? THERE'S A STRANGE CONNECTION BETWEEN THOSE TWO."

ONLY ONE WAY TO FIND OUT.

KNOCK KNOCK

IS THIS A *BAD TIME?*

NO. JUST THAT MY CHILDREN SEEM TO HAVE GROWN UP AND ARE REFUSING TO DO AS I ASK.

THIS WARD BUSINESS HAS GOT ME ALL TURNED AROUND. HE'S A VERY DANGEROUS MAN WHO'S THREATENED ME AND I WANT THEM OUT OF HARM'S WAY, BUT... THEY SEEM TO HAVE MINDS, AND ***LIVES,*** OF THEIR OWN.

GUESS THAT'S WHAT I GET FOR FEEDING THEM RIGHT ALL THESE YEARS.

YOUR NAME WAS MENTIONED IN THE COURSE OF OUR LITTLE FAMILY DISCUSSION.

YOU GETTING INVOLVED IN SOME OF THE WARD STUFF HAS ONLY SERVED TO REMIND PAUL THAT HE HAS NO REAL LOVE FOR YOU.

PAUL DOESN'T SEEM TO HAVE MADE THE PEACE WITH YOU, OR OF YOUR INVOLVEMENT IN THE DEATHS OF MY NIECE GWEN AND MY BROTHER, GEORGE, THE POLICE CAPTAIN.

BUT THAT'S NOT WHY YOU CAME HERE, YOUNG MAN. WHAT CAN I *DO* FOR *YOU*?

AS USUAL... I NEED TO *FIND* SOMEBODY.

A NAME..?

EDDIE BROCK.

VENOM.

I'D HEARD BROCK HAD ESCAPED FROM PRISON, BUT THE SYMBIOTE..?

CURRENTLY NOT A CONCERN.

I'LL DO WHAT I CAN. I STILL HAVE STREET LEVEL CONTACTS. IF HE'S IN THIS CITY... I'LL KNOW.

THIS *DOES* IT.

I CAN'T KEEP *LYING* TO MARY JANE ABOUT *MY BEING SPIDER-MAN.* I TOLD HER WEEKS AGO I'D GIVEN UP THE WEBS FOR GOOD.

IT'S NOT FAIR. I TRIED TO FOOL MYSELF INTO THINKING THAT I WAS DOING IT FOR *HER,* BUT NOW...

I'M GOING TO TELL HER THE *TRUTH!*

PARKER... HUNGER...

A SHORT TIME LATER...

PETER PARKER SLEEPS.

PARKER

TASTE

FEEL

SMELL

LIVE

RRRR

I'M SURE SHE'LL BE FINE.

SO... WHAT ABOUT YOU AND I GET OUT OF THIS PLACE AND GO GRAB A LIGHT MEAL? SOMETHING *SPECIAL* JUST FOR US?

PETER..? IS EVERYTHING ALL RIGHT WITH YOU AND MARY JANE?

YOU KNOW I'M NOT ONE TO INTERFERE IN THE LIVES OF YOU YOUNG PEOPLE, BUT --

COULDN'T BE BETTER, AUNT MAY.

HOW ABOUT YOU GET READY, I GET DRESSED AND WE TALK ABOUT THIS OVER...

...FOOD?

SLAM

I KNOW YOU'RE HERE.

COME OUT NOW.

WHAT DO YOU *WANT?*

WHAT ARE YOU *DOING* HERE?

PARKER... HUNGER... NEED... YOU...

NO!

NEED... SYMBIOISSSS... TO... LIVE...

STAY *BACK!*

WHERE IS BROCK?

WHY AREN'T YOU WITH *HIM?*

EDDIE... GONE... NEED...

YOU

THAT WILL NEVER HAPPEN. YOU KNOW I CAN AND WILL FIGHT YOU.

DESTROY YOU IF I HAVE TO.

WITH FIRE...WITH SOUND... WHATEVER IT TAKES, BUT YOU WILL NEVER BE PART OF MY LIFE AGAIN!

NEED

HUNGER

EDDIE

GOT TO FOLLOW THAT THING! IT MIGHT BE ABLE TO LEAD ME TO BROCK.

DING DONG

THE DOORBELL? WHAT NOW?

JILL? WHAT ARE YOU DOING HERE?

YEAH... AWFULLY GLAD TO SEE YOU TOO, BUDDY!

SORRY. KIDDING!

LOOK! I JUST GOT A TELEGRAM FROM MARY JANE. THE PHONES ARE DOWN WHERE SHE'S AT AND SHE WAS WORRIED ABOUT YOU.

SHE'S COMING HOME.

IS SHE STILL...?

MAD? IT WAS A *TELEGRAM,* PETER! BUT SHE DID WANT ME TO LET YOU KNOW!

I WOULD SUGGEST *BIG TIME* GROVELING WHEN SHE ARRIVES.

I WAS PLANNING ON IT.

BOY! YOU AND MY FATHER! HE'S ALL GROUCHY BECAUSE HE FOUND SOMETHING OUT FOR SPIDER-MAN AND NOW HE CAN'T FIGURE OUT HOW TO GET IN TOUCH WITH HIM.

OH YEAH...?

A SHORT TIME LATER...

THANKS, ARTHUR! I'LL LET YOU KNOW HOW MY LITTLE *TALK* WITH BROCK GOES.

EDDIE

ELSEWHERE, AT A SINGLE ROOM OCCUPANCY HOTEL NEAR THE EAST RIVER...

SIGNAL TO NOISE

EDDIE BROCK PRAYS.

FOR AN END TO THE RELENTLESS PAIN WHICH IS HIS LIFE.

PAIN IS THE ONLY THING HE HAS IN HIS LIFE NOW THAT HIS SYMBIOTIC OTHER IS GONE. NOW THAT HIS CAREER AS A REPORTER HAS IGNOMINIOUSLY ENDED.

PAIN...

...AND REGRET.

FWAM FWAM FWAM

I KNOW YOU'RE IN THERE, BUDDY!

DON'T MAKE ME KICK THIS DOOR IN!

'CAUSE I'LL BE TAKIN' THE COST OF IT OUT OF YOUR HIDE!

YOU LISTENIN' TO ME?!

I WANT THIS WEEK'S RENT!

FWAM

NOW THAT I THINK OF IT... I WANT MORE!

YOU BETTER FORK UP SOME EXTRA CASH, BUDDY, OR I'LL BE CALLIN' THE COPS!

YOU DON'T LIKE THAT, DO YOU?

GOT YOURSELF A LITTLE TROUBLE WITH THE LAW DO YA?

YOU BETTER LISTEN TO ME, AND COME UP WITH THE SCRATCH, OR I'LL GIVE YOU SOMETHING TO PRAY ABOUT!

THERE WAS A TIME...

WHY? WHY HAVE I BEEN MADE TO *SUFFER* LIKE THIS?

HELLO, EDDIE.

HUH? WHO?

YOU REMEMBER ME, DON'T YOU?

SPIDER-MAN.

IT'S ALL YOUR FAULT!

EVERY BAD THING THAT HAS EVER HAPPENED TO ME...

KRAK

...IT'S ALL BECAUSE OF YOU!

CALM DOWN, EDDIE.

THIS FIGHT WAS OVER EVEN BEFORE IT STARTED.

WITHOUT THE SYMBIOTE YOU JUST DON'T HAVE THE POWER TO GO TOE TO TOE WITH ME.

I... WANT... YOU... DEAD.

WELL, TAKE A NUMBER. BUT *WHY* TORTURE MARY JANE? WHY GO AFTER MY WIFE? WHY THE PHONE CALLS?

WHO?

TELEPHONE CALLS? I DON'T KNOW WHAT YOU'RE TALKING ABOUT!

DON'T *LIE* TO ME, EDDIE. YOU'RE GOING *BACK* TO *JAIL* EITHER WAY.

I SUPPOSE I *SHOULD* KNOW WHO YOU ARE UNDER THAT MASK, BUT... WHEN MY OTHER WAS *RIPPED* FROM ME... IT DID SOMETHING TO US BOTH... I... CAN'T REMEMBER!

I --

Brock lost the knowledge of Spidey's secret identity in... SPIDER-MAN: THE VENOM AGENDA -- Lost-'n-found Ralf.

-- *YOU!* YOU *FOUND* ME!

YOU BROUGHT IT HERE! WHAT ARE YOU *INSANE?*

KEEP IT *AWAY* FROM ME!

WHAT ARE YOU... Oh, *BOY!*

I DON'T *WANT* ANY MORE *PAIN!*

I'M *ON* IT, EDDIE!

JUST GET *OUT* OF HERE BEFORE --

THOK

NO!

EDDIE... HUNGER... BE ONE... AGAIN... BE WHOLE...

STAY AWAY!!

NOOOO

NOT SO FAST, YOU... YOU... YOU HERCULOIDS REJECT!

WHOA!

IT'S LIKE TRYING TO HOLD ONTO GELATIN!

WONDERFUL! THE RIVER... NIGHT TIME... THEY SHOULD BE **REAL** EASY TO FIND!

BUT I **CAN'T** RISK THEM GETTING BACK TOGETHER.

CAN'T RISK BEING RESPONSIBLE FOR **HIS** RETURN.

SO SPIDER-MAN SCOURS THE RIVER AND ITS SURROUNDING BANKS FOR HOURS.

AND HE WAITS.

AND WAITS.

UNTIL EXHAUSTION OVERWHELMS HIM.

HOURS AFTER SPIDER-MAN IS GONE...

WE'RE BAAAAACK!

DON'T KNOW *WHAT* I WAS THINKING WITH THE RUNNING AWAY THING, BUDDY!

I'M SORRY.

HOW ABOUT I MAKE IT UP TO YOU WITH A LITTLE VISIT TO OUR LANDLORD?

AND THEN THE **FUN** WILL *REALLY* START!

TO BE CONTINUED *NEXT ISSUE* WHEN VENOM PAYS A LITTLE VISIT TO CARNAGE AND A FEW OTHER FOLKS IN AN ATTEMPT TO *SETTLE ALL DEBTS!*

DO NOT MISS IT! YOU KNOW HOW SYMBIOTES *HATE* TO PARTY ALONE!

MARVEL COMICS®

PETER PARKER™ SPIDER-MAN®

#10

WWW.MARVEL.COM

CRY VENOM!™ CRY CRY VENGEANCE!

MACKIE
ROMITA JR
HANNA

DEEP WITHIN THE BOWELS OF THE MANHATTAN CORRECTIONAL FACILITY --

--THERE EXISTS A MAXIMUM SECURITY SUB-LEVEL.

HERE THE MOST DANGEROUS OF SUPER-VILLAINS ARE GUARDED, WITH THE MOST STATE-OF-THE-ART WEAPONRY, AROUND THE CLOCK, WHILE THEY AWAIT PROCESSING TO OTHER FACILITIES.

TODAY THERE IS ONLY ONE PRISONER.

PRISONER #5769213.

A PRISONER WHO CAUSES A CHILL TO RUN THROUGH EVEN THE MOST SEASONED OF THESE TACTICAL CORRECTIONAL SPECIALISTS.

THROUGHOUT THEIR EIGHT HOUR SHIFTS ONE CAN ALMOST HEAR THE MANTRA RUNNING THROUGH THEIR HEADS.

"NOT ON MY SHIFT! PLEASE NOT ON MY SHIFT!"

CLETUS KASADY:

ALL OTHER SERIAL KILLERS AND MASS MURDERERS PALE BY COMPARISON TO THIS DIMINUTIVE RED-HEADED MAN.

BUT NO OTHER SERIAL KILLER HAS EVER FORMED A SYMBIOTIC BOND WITH AN ALIEN LIFE FORM WHICH GRANTED THEM INSANELY SUPER-HUMAN POWERS.

NO OTHER SERIAL KILLER WAS... CARNAGE!

OH, BOYS...

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

...BOO!

LOOK AT YOU HIDING BEHIND YOUR BIG BAD *ARMOR!*

LET'S SEE HOW BIG AND BRAVE YOU'LL ALL BE WITHOUT THESE *SONIC* DISRUPTERS...

...KEEPING ME FROM COMPLETELY BONDING WITH MY *SYMBIOTE!*

SHUT UP!

OKAY, BUDDY, YOU CAN MOP UP IN HERE, BUT BE **QUICK** ABOUT IT.

AND STAY **AWAY** FROM KASADY'S CELL.

THE **LAST** JANITOR WHO GOT TOO CLOSE TO HIS CELL...

NYDOC

JUST BE QUICK ABOUT IT.

DON'T WORRY, OFFICERS, I'M ONLY GOING TO GET AS CLOSE AS...

...ABSOLUTELY NECESSARY!

HI THERE, CLETUS! MISS US?

STAN LEE PRESENTS:

VENOM TRIUMPHANT!

VENOM?

WHAT--? HOW --?

HEY, EDDIE! LONG TIME NO SEE! YOU COME TO BREAK ME OUT OR WHAT?

MACKIE
ROMITAJR
HANNA
COMICRAFT
ROSAS
MACCHIO
HARRASDID
ALLTHESTUFF

NO. YOU'VE GOT SOMETHING THAT BELONGS TO US, CLETUS.

WHO ME? WHAT DO I HAVE THAT YOU WOULD --

NO! NO! NO! NOT THAT! YOU CAN'T!

Oh, YES!

YOUR SYMBIOTE IS AN OFFSPRING OF OURS... OUR CHILD... IT DESERVES BETTER THAN YOU.

WE'RE HERE TO TAKE IT BACK!

NO!

OOPSY DAISY! YOU SEEM TO HAVE FORGOTTEN ONE LITTLE THING, EDDIE!

Oh, GUARDS! TAKE CARE OF MY LIGHT WORK... WILLYA?

HEH! HEH! HEH!

BE WITH YOU IN A MOMENT, CLETUS.

WHAT?

IT AIN'T POSSIBLE! HOW COULD YOU --?

BECAUSE *WE* ARE THE *BEST*, CLETUS!

AND EVEN ALL THEIR SONIC GUNS AND FLAME THROWERS ARE NOT GOING TO STOP US FROM RECLAIMING WHAT'S *OURS!*

NO! EDDIE! *DON'T!*

PLEASE? WE COULD BE A *TEAM!* YEAH! *VENOM* AND *CARNAGE!* THAT'S *IT!*

NO ONE COULD STOP US!

NO ONE *WILL*, CLETUS. *BUT...*

...YOU'RE NOT PART OF *US!*

NOOOOOO!

WE WERE NEVER ALIKE, CLETUS.

YOU KILLED ANYONE FOR FUN!

WE KILL THOSE WHO DESERVE IT! AND THAT'S MORE FUN!

NO NO NO NO

WELCOME HOME, BABY!

Urp!

ELSEWHERE...

WELCOME HOME

PETER! BE CAREFUL!

WHAT SORT OF WELCOME HOME WOULD IT BE FOR MARY JANE IF YOU BROKE YOUR NECK?

YES, AUNT MAY.

SO, JILL, YOU'RE SURE IT'S TONIGHT THAT MJ'S FLIGHT GETS IN?

THAT'S WHAT HER MESSAGE SAID, PETER. BUT SHE DIDN'T LEAVE THE FLIGHT NUMBER.

I THINK YOU WANT TO GO JUST A LITTLE HIGHER ON THE RIGHT.

I'VE... GOT... IT!

OPS!

GOT TO REMEMBER THAT AUNT MAY AND JILL HAVE NO IDEA ABOUT MY SECRET IDENTITY AS SPIDER-MAN, SO NO SAVING MYSELF WITH MY SPIDER AGILITY.

NO CHOICE BUT TO --

FALLING!

DON'T WORRY! I'VE GOT YOU --

OOLPH!

Er... THANKS... I...

SURE. YOU OKAY?

OH MY!

JILL, DEAR, YOU *ARE* STILL OKAY WITH DROPPING ME OFF AT ANNA WATSON'S HOUSE BACK IN QUEENS... AREN'T YOU?

WE *DO* WANT TO GIVE PETER AND MARY JANE A LITTLE *ALONE* TIME.

Er... ABSOLUTELY, Ms. PARKER!

AS A MATTER OF FACT WE PROBABLY CAN HEAD OFF NOW.

I'M SURE PETER WANTS TO TAKE SOME TIME TO FRESHEN UP BEFORE MJ GETS HOME.

YOU DON'T MIND THAT, DO YOU, AUNT MAY?

YOU SEEM TO BE HEADING OUT THERE AN AWFUL LOT.

WELL... I SOMETIMES DO MISS THE OLD PLACE. THERE ARE SO MANY GOOD MEMORIES WRAPPED UP IN THOSE WALLS...

NOT THAT I DON'T APPRECIATE YOU AND MARY JANE PUTTING ME UP HERE, MIND YOU.

WELL... THANKS... BOTH OF YOU. I THINK THIS IS GOING TO BE GOOD.

MJ AND I HAVE LOTS TO TALK ABOUT.

AND I WANT TO MAKE SURE THERE ARE NO INTERRUPTIONS!

ESPECIALLY FROM WHOEVER IT IS THAT'S BEEN MAKING ALL THE OBSCENE PHONE CALLS.

I THINK TONIGHT IS GOING TO BE PERFECT!

LATER THAT NIGHT...

SO! HERE WE ARE...

...ONE, BIG, HAPPY FAMILY!

WHAT SHALL WE DO FIRST?

BEST CHECK OUR TO DO LIST AND...

TO DO

1. KILL MY LANDLORD
2. KILL SPIDER-MAN
3. GET SYMBIOTE BACK FROM CARNAGE
KILL SPIDER-MAN
DESTROY THE DAILY BUGLE
SPIDER-MAN
SPIDER-MAN

SO MUCH TO DO AND SO LITTLE TIME.

I WONDER HOW JOLLY JONAH JAMESON IS DOING THESE DAYS?

AND...

IS IT ROMANTIC ENOUGH, OR JUST GOOFY? MJ AND I DON'T EVEN *LIKE* CHAMPAGNE!

SORRY, BUDDY, BUT A BOTTLE OF SODA WOULD HAVE RUINED THE MOOD YOU'RE TRYING TO SET.

EVERYTHING WILL BE *FINE.*

YOU AND *MJ* *LOVE* EACH OTHER.

I'M DOUBLE-PARKED, AUNT MAY IS WAITING, SO...

...YOU ARE ON YOUR OWN!

JUST REMEMBER...

...I'M SORRY, MJ... I WAS WRONG, MJ... HOW COULD I HAVE BEEN SO INSENSITIVE, MJ.

YOU'LL BE FINE! YOU GUYS ARE SO LUCKY TO HAVE EACH OTHER. MJ ISN'T GOING TO LET YOU GO. SHE'LL JUST MAKE YOU SQUIRM A LITTLE.

THAT'S WHAT I'M AFRAID OF.

NOW WHAT?

DO I REALLY JUST SIT AND WAIT FOR MARY JANE TO COME HOME...

...SO THAT I CAN GROVEL OVER BEING SO INSENSITIVE TO HER NEEDS...

...TO MISSING THE PLANE TRIP WHICH WAS SUPPOSED TO TAKE US ON OUR SECOND HONEYMOON?

WE'RE TOO YOUNG TO HAVE HAD A ***FIRST*** HONEYMOON FOR CRYIN' OUT LOUD!

OR DO I PRACTICE HOW I'M GOING TO CONFESS LYING TO HER ABOUT MY GOING BACK TO BEING SPIDER-MAN?

I'M SURE ***THAT'LL*** GO OVER GREAT!

OR DO I SPEND THE TIME FIGURING OUT HOW TO TELL HER THAT I KNOW ABOUT THE PHONE CALLS AND SUSPECT THAT ***DESPITE*** EDDIE BROCK'S DENYING IT... I THINK ***HE*** IS BEHIND THEM?

THAT COULD LEAD TO THE ***HILARIOUS*** STORY OF THE RETURN OF THE SYMBIOTE AND, ***ULTIMATELY***, THANKS TO MY INGENIOUS BIT OF DETECTIVE WORK WHICH LEADS IT BACK TO BROCK... THE RETURN OF ***VENOM!***

YOU REMEMBER HIM, MJ? THE GUY THAT HAS ALMOST SUCKED THE BRAINS OUT OF MY SKULL A COUPLE OF DOZEN TIMES?

YEAH! LIKE I SHOULD BE SO LUCKY!

MAYBE I'LL JUST STICK TO JILL'S BASIC PLAN... THE SIMPLE ***TRUTH*** WITH ***LOTS*** OF GROVELING.

MJ AND I HAVE ***ALWAYS*** BEEN TOTALLY TRUTHFUL WITH EACH OTHER.

WHAT WAS I ***THINKING?***

I'LL TELL HER ***EVERYTHING...*** AND WE'LL MOVE ON.

WHAT THE --?

VENOM!

WHAT ARE THE ODDS! I MEAN... THIS *IS* A *HUGE* CITY! WHY COULDN'T HE GO SWINGING PAST *AVENGERS MANSION*...

...OR IN THE *FANTASTIC FOUR'S* NEIGHBORHOOD! EVEN Mr. ROGERS' NEIGHBORHOOD WOULD HAVE BEEN PREFERABLE TONIGHT!

I *COULD* JUST LEAVE HIM TO SOMEONE ELSE.

IT'S NOT LIKE I'VE EVER BEEN ABLE TO *PERMANENTLY* STOP HIM!

WHERE *IS* THE PUNISHER WHEN YOU NEED HIM?

WHY DO I *NEVER* GET A BREAK?!

AT THAT MOMENT, AT THE TAXI TERMINAL OF JFK INTERNATIONAL AIRPORT...

THE UPPER EAST SIDE?

SURE, LADY. GET IN.

AMERICAN

WHERE TO, Ms. WATSON?

YOU RECOGNIZED ME?

WHO *WOULDN'T* RECOGNIZE THE MOST *BEAUTIFUL WOMAN* IN THE *WORLD?*

Er... THANKS. JUST TAKE ME OVER THE 59TH STREET BRIDGE. I'LL GIVE YOU DIRECTIONS WHEN WE GET THERE.

SURE THING.

CAN NEVER BE *TOO CAREFUL* WITH ALL THE *NUTS* WALKING AROUND THESE DAYS.

RIGHT.

YOU HAVE A COLD?

JUST A LITTLE THROAT THING. DOC SAYS IT'LL CLEAR UP AND I'LL BE SINGING AGAIN REAL SOON.

JUST SIT BACK AND RELAX, Ms. PARKER...

TERMINAL A PARKING AIRPORT EXIT

...I'LL HAVE YOU WHERE YOU BELONG IN NO TIME.

THE DAILY BUGLE.

ONE OF NEW YORK CITY'S TOP-SELLING NEWSPAPERS.

YOU CALL THESE PHOTOCOPIES?!

SOMETIMES IT SEEMS TO BE SUCCESSFUL DESPITE ITS COLORFUL PUBLISHER.

I CAN'T BELIEVE I'M PAYING AN INCOMPETENT LIKE YOU MY HARD-EARNED MONEY FOR SUCH SLOPPY WORKMANSHIP!

YOU DON'T PAY ME, Mr. JAMESON... I'M AN INTERN!

WHAT? WHEN I WAS YOUR AGE I WOULD HAVE PAID FOR A JOB LIKE THIS! HOW MUCH DO YOU HAVE IN YOUR POCKETS?

BLUE OASIS WATER

WHERE D'YA WANT THE WATER?

WHAT?

I DON'T CARE! PUT IT WHEREVER YOU WANT!

WHATEVER YOU SAY, JONAH!

KRAK

SPLOOSH

WHAT IN THE --?!

HOWDY, JONAH? SURPRISED TO SEE ME?

B-B-BROCK!

NO NEED TO STAND ON FORMALITY WITH *US*, JONAH! YOU CAN CALL US VENOM.

ANYWAY, WE'RE BOTH OLD-TIME NEWSPAPER MEN... EXCUSE ME... I *WAS* BEFORE YOUR PAPER MADE ME A LAUGHING-STOCK!

IN THE LINGO OF OUR TRADE...

KRASH

THIS JUST IN...

...FAMED NEWSPAPER PUBLISHER KIDNAPPED BY INSANE SUPER-VILLAIN! *DEATH* IS IMMINENT!

SEE WHAT I'VE BEEN REDUCED TO, JONAH? BACK TO WRITING OBITS. LIKE SOME CUB REPORTER.

WHAT'S THAT I'M HEARING, JONAH... *PRAYING?* WELL THEN...

...HAVE I GOT THE PLACE FOR *YOU!*

I JUST *LOVE* THIS PLACE!

ALWAYS HAVE.

SPENT A LOT OF TIME IN THIS VERY CHURCH PRAYING FOR SALVATION AFTER YOU AND YOUR PAPER SMEARED MY NAME ALL OVER ITS PAGES.

THIS IS THE VERY PLACE *WE,* MY SYMBIOTE AND I, MET.

COME ON, JONAH, I'M GOING TO GIVE YOU A FIGHTING CHANCE. MORE THAN YOU EVER DID FOR *ANYONE!*

SINCE YOU CLAIMED, IN ONE OF YOUR *FAMED* EDITORIALS, THAT I WAS *UNBALANCED...*

...I'M GOING TO GIVE YOU A CHANCE TO PROVE JUST HOW *BALANCED* YOU ARE.

CLIMB DOWN FROM UP THERE, *WITHOUT* SLIPPING TO YOUR DEATH, AND YOU GET TO LIVE. DON'T AND... WELL, I'LL LIGHT A CANDLE FOR YOU.

LET'S MOVE IT, JONAH! WE'VE GOT THINGS TO DO... PEOPLE TO KILL!

BYE-BYE, JONAH!

WAP

SHAME ON YOU, VENOM! PICKING ON A POOR... INNOCENT... NEVER MIND!

OH! THIS COULDN'T GET ANY BETTER!

WE REALLY APPRECIATE YOUR SHOWING UP, SPIDER-MAN!

YOU WERE NEXT ON OUR LIST!

YEAH! YEAH! YEAH! LET'S GET THIS OVER WITH, VENOM!

WHAT? NO WITTY REJOINDER? NO DISTRACTING JOKES?

COULD IT BE THAT YOU'RE SCARED OF US?

COULD YOU SENSE THAT WE ARE STRONGER THAN EVER?

MAYBE YOU'RE UPSET THAT YOU HAD NO TIME TO SET UP A SNEAKY LITTLE TRAP FOR US?

OR DOES THE CAT HAVE YOUR TONGUE?

WE HOPE NOT!

WE WERE SAYING *THAT* TASTY LITTLE TREAT FOR *OURSELVES!*

HOW *NICE* OF YOU TO JOIN JONAH IN HIS *DEATH,* SPIDER-MAN!

YOU WERE THE CAUSE OF ALL THE PAIN AND SUFFERING THAT CAME DOWN ON EDDIE BROCK.

SUFFERING THAT JAMESON *EXPLOITED* IN THAT *RAG* OF HIS!

EDDIE BROCK WAS A *FINE* INVESTIGATIVE JOURNALIST!

THE *SIN-EATER* EXPOSE WAS TO BE THE STORY OF A LIFETIME.

HE HAD A CONFESSION FROM A MAN WHO CLAIMED TO BE THE *ONE* WHO KILLED POLICE CAPTAIN JEAN DeWOLFE!

BUT THEN *YOU* HAD TO FIND THE *REAL* KILLER! HAD TO *DISGRACE* BROCK! HAD TO... HAD TO...

...YOU HAVE TO *DIE!*

MISSED ME!

TIME TO MOVE THIS FIGHT *INSIDE,* BUG!

I WANT YOU TO *DIE* IN THE VERY CHURCH WHERE I *PRAYED* FOR DEATH!

THE CHURCH IN WHICH I WAS SENT A MESSENGER OF GOLD.

WHERE I BECAME *WE*.

WHERE EDDIE BROCK BECAME *VENOM!*

I SHOULD RUN. I *COULD* DO *THAT!*

BUT WHAT ABOUT JONAH?

I CAN'T JUST LEAVE HIM HERE.

I'VE GOT TO THINK OF *SOMETHING!*

THIS IS *HOPELESS.*

I CAN'T DO A *THING* AGAINST HIM!

HE'S TOO STRONG... I'M TOO DISTRACTED!

KRAK

Hmmmm?

THE BELLS?

THE ONLY TWO WEAKNESSES THAT VENOM HAS ARE FIRE AND LOUD SOUNDS...

THE BELLS!

I DID IT ONCE BEFORE... IN THIS VERY CHURCH...

...ALL I'VE GOT TO DO TO SEPARATE THE SYMBIOTE FROM BROCK IS RING THE --

-- THEY'RE NOT RINGING! THE BELLS AREN'T --

ACK!

DID YOU THINK WE WERE GOING TO FALL FOR *THAT* ONE AGAIN?

WE REMOVED THE CLAPPERS EARLIER IN THE DAY... JUST IN CASE YOU SHOWED.

IT'S JUST YOU AND US, SPIDER-MAN. NO TRICKS. NO SOUND WAVES. NOTHING BUT ***DEATH!***

AND YOU KNOW WHAT?

AFTER WE'VE EATEN YOUR BRAINS AND SUCKED THE MARROW FROM YOUR BONES...

...WE'RE NOT EVEN GOING TO BOTHER LOOKING UNDER THE MASK.

WE ***USED*** TO KNOW WHO YOU WERE.

USED TO HAVE FUN PLAYING WITH YOU, BUT, AFTER TODAY --

URP!

NONE OF IT WILL MATT --

URP!

TELL ME ONE THING THOUGH... WHY WOULD YOU DO THIS? ***URP?***

WHY -- URP! -- PROTECT JAMESON WHEN HE'S ***NEVER*** DONE ***ANYTHING*** FOR YOU?

NEVER BEEN NOTHING BUT ***GRIEF*** TO YOU. HE'S TREATED ***YOU*** AS BADLY IN PRINT AS HE'S TREATED ***ME!***

WHY NOT LET ME KILL HIM. WHY NOT SEE YOUR ENEMY DIE BEFORE YOU?

BECAUSE I'M NOT YOU! NO MATTER WHAT HE THINKS!

HOW <URP!> HEROIC <URP!> EXCUSE <URP!> ME <URP!>!

IT MUST BE SOMETHING I ATE EARLIER TODAY!

TELL YOU WHAT I'M GOIN' TO DO! I'M GOING TO LET YOU TWO LIVE WHILE I RESOLVE THIS LITTLE FAMILY MATTER.

BUT KNOW THAT I'M COMING BACK.

KNOW THAT I WILL GET TO YOU BOTH.

ANY.

TIME.

I.

WANT.

YOU GET ME DOWN FROM HERE, WEBSLINGER!

DO YOU HEAR ME!

DON'T YOU PASS OUT ON ME! DON'T YOU --

-- THE MASK. IT WOULD BE SO EASY.

AFTER ALL THIS TIME. I'D KNOW...

AT THAT MOMENT, MARY JANE ARRIVES HOME...

PETER?

PETER I'M --

RRRING

RRRRING

I'LL BE COMING FOR YOU SOON! BUT YOUR HUSBAND...

...HE'S GOING TO GO FIRST!

WELCOME HOME, MARY JANE. YOU CAN'T GET AWAY FROM ME.

PETER!

THE END

MARVEL® comics

#11

WWW.MARVEL.COM

THE AMAZING SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

THE BLOB™ COMES TO TOWN...

MACKIE
BYRNE
HANNA

...TO SQUASH A SPIDER!

MARY JANE PARKER.

PETER PARKER.

SOME WOULD SAY THAT THEY MARRIED TOO YOUNG.

OTHERS WOULD SAY...

...HOW DID A SCIENCE GEEK LIKE HIM LUCK OUT?

THE SUPER-MODEL.

THE ORDINARY GUY.

SHE -- ADORED BY MILLIONS.

HE -- SCREAMED AT BY MANY.

AND DESPITE ALL THIS...

DESPITE THE LIVES THAT PULL THEM IN SURPRISING DIRECTIONS.

DESPITE RECENT SECRETS THAT THEY'VE BEEN KEEPING.

DESPITE IT ALL...

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

At a demonstration on Radiology, high school student Peter Parker was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility. Stan Lee Presents:

THE AMAZING SPIDER-MAN!

BRIGHT LIGHTS... BIGGER CITY

HOWARD MACKIE & JOHN BYRNE
STORY AND ART
JOE ROSAS
COLORS
RS & COMICRAFT/LA
LETTERS
RALPH MACCHIO
EDITS
BOB HARRAS
CHIEF

...THEY LOVE EACH OTHER DEEPLY!

AND TONIGHT, WHILE LOOKING UP AT THE FULL MOON HANGING OVER THE CITY...

...ALL THEY WANT...

...IS TO BE TOGETHER.

MA'AM? YOU'VE GOT A VISITOR.

SAYS SHE'S A FRIEND. A *JILL STACY?*

DO YOU WANT TO SEE HER, BECAUSE I CAN --

WHAT -- *JILL?* LET HER IN... PLEASE!

RIGHT THIS WAY, MA'AM.

MA'AM? DO YOU REALIZE HOW OLD I AM?

NO, MA'AM.

GOOD. LET'S KEEP IT THAT WAY, EIGHTEEN FOREVER!

EEeeew! THAT GUY GIVES ME THE *CREEPS!*

WHAT'S WITH THE ARMED GUARD, MJ?

IT WAS MY MANAGER'S IDEA. I'VE BEEN GETTING PHONE CALLS... THEY'VE BEEN SCARING ME... AND...

WHOA! WHAT DOES PETER THINK OF ALL THIS?

I DON'T KNOW... I HAVEN'T SEEN HIM SINCE I GOT BACK FROM MY MODELING TRIP.

WHAT? BUT HE HAD SUCH PLANS...DINNER, CANDLELIGHT, ETCETERA!

WE'D BETTER SIT DOWN AND DISCUSS THIS OVER SOME *JUNK* FOOD, GIRLFRIEND!

I DON'T KNOW, JILL, IT JUST SEEMS LIKE EVER SINCE MY MODELING CAREER KICKED INTO HYPER-DRIVE, PETER AND I *NEVER* SEE EACH OTHER.

I KNOW I OVERREACTED WHEN HE MISSED THE PLANE, BUT I WAS COUNTING ON US GETTING AWAY TOGETHER.

THEN, WHEN I GOT HOME AND RECEIVED ANOTHER CALL FROM WHOEVER'S BEEN MAKING THEM, I JUST RAN.

WHY NOT JUST GO HOME? WHY NOT CALL PETER AND SAY *EVERYTHING* IS FORGIVEN?

I CAN'T... I JUST CAN'T. JILL.

IT'S A LOT MORE COMPLICATED THAN I CAN EXPLAIN TO YOU RIGHT NOW, BUT...

MAYBE *YOU* COULD FIND PETER AND --

WHOA! *MJ,* I LOVE YOU LIKE A SISTER, BUT THIS HAS GOT TO STOP!

YOU AND PETER ARE ONLY GOING TO WORK THINGS OUT IF YOU'RE ACTUALLY SPEAKING TO EACH OTHER.

YOU'VE GOT TO STOP USING *ME* AS THE GO-BETWEEN.

I KNOW. I JUST...

I WISH I COULD TELL YOU EVERYTHING.

I WISH I COULD TELL *SOMEONE.*

WHAT IS IT? WHAT HAS GOT YOU SO TIED UP IN KNOTS?

YOU'VE GOT *EVERYTHING* ANYONE COULD WANT. WHAT --?

I --

I'VE GOT IT.

RRRRING

NO!

JUST LET IT RING! LET'S GET OUT OF HERE! *NOW!*

AT THAT MOMENT, ABOVE THE ROOFTOP OF THE DAILY BUGLE BUILDING, SPIDER-MAN WONDERS...

WHAT'S HAPPENING TO MY LIFE?

IT USED TO BE SO SIMPLE.

SUPER-VILLAINS, EMOTIONAL TRAUMAS, SUPER-VILLAINS, SELF-DOUBT, SUPER-VILLAINS, POVERTY, WORRY, SUPER-VILLAINS.

NOW MJ AND I AREN'T TALKING TO EACH OTHER, I'VE LIED TO HER ABOUT MY BEING BACK IN THE SPIDER-MAN COSTUME...

...SOME SORT OF PHONE-CALLING WEIRDO IS HASSLING HER ...

...AND I DON'T EVEN KNOW IF HE'S AFTER *HER* OR *ME!*

ON THE *UPSIDE...* *VENOM'S* BACK IN TOWN!

See recent issues of Peter Parker: Spider-Man-- Recent Ralf.

HEY, PETER, JJJ'S BEEN *LOOKING* FOR YOU.

I'D KEEP A *LOW PROFILE* IF I WAS *YOU.*

THANKS, *BEN.* JUST DROPPING OFF SOME FILM. IN, OUT AND GONE.

THE *LAST* THING I NEED IS FOR JJJ TO --

PARKER!

STATUS QUO.

PETER, MY BOY!

I'VE BEEN SEARCHING HIGH AND LOW FOR YOU.

HOW ARE YOU DOING TODAY? WELL I HOPE!

HAVE A CIGAR!

I'VE GOT SOMEONE I'D LIKE YOU TO MEET!

YOU KNOW OUR EDITOR IN CHIEF, ROBBIE ROBERTSON -- HOW SILLY! OF COURSE YOU DO!

BUT CLARICE BERNHARD, SENIOR EDITOR, FASHION AND LIVING, I DON'T BELIEVE SHE'S HAD THE PLEASURE OF YOUR ACQUAINTANCE, SON!

SO, PETER, ROBBIE, CLARICE AND I WERE PUTTING OUR HEADS TOGETHER AND WE WERE WONDERING IF YOU COULD HELP US WITH A LITTLE PROBLEM WE'RE HAVING?

WELL...

YOU WANT ME TO HELP YOU GET AN EXCLUSIVE INTERVIEW WITH MJ, RIGHT?

FINE. BUT I TAKE THE ACCOMPANYING PHOTOS OF THE ARTICLE.

DEAL.

GLORIOUS.

A SHORT TIME LATER...

SEE, THAT'S WHAT MY LIFE HAS TURNED INTO.

DID YOU SEE? I COULDN'T EVEN WALK AROUND THE BLOCK FOR SOME FRESH AIR WITHOUT BEING MOBBED.

SOMETIMES, JILL, I DON'T KNOW IF IT'S WORTH IT --!

!

MJ? WHAT'S WRONG? WHAT --?

YOU'LL NEVER BE ABLE TO GET AWAY FROM ME! IF I CAN'T HAVE YOU NOBODY WILL! YOUR HUSBAND IS GOING TO DIE!

OH NO!

HOW COULD..? WE WERE ONLY GONE FOR --?

MJ? WHAT'S GOING ON?

OUTSIDE...

NO... REALLY... I AM MARY JANE'S HUSBAND!

UH-HUH!

WHAT'S THIS, ED, THE THIRD OR FOURTH HUSBAND TODAY?

I DON'T KNOW, RALPHIE, BUT HE MIGHT WANNA TRY THE SICK BROTHER IN NEED OF A BONE MARROW TRANSPLANT THING.

WE'VE ONLY HAD ONE OF THOSE!

WONDERFUL! THE ONLY REASON I AGREED TO THIS ASSIGNMENT WAS AS A WAY TO GET CLOSE TO MJ AND --

-- WHAT'S THAT? SIRENS?

SOMETHING ISN'T RIGHT. I DON'T NEED MY SPIDER-SENSE TO KNOW THAT --

-- THERE SHE IS! MJ AND JILL SURROUNDED BY GUARDS. I'VE GOT TO GET HER ATTENTION. SHE LOOKS SO SCARED!

WOOOOOOOOO

MJ! MJ! IT'S ME, PETER!

SIRENS ARE GETTING LOUDER... CLOSER!

SOMETHING IS DEFINITELY NOT RIGHT HERE!

SPIDER-SENSE IS GOING CRAZY!

MARY JANE...

I CAN'T JUST STAND BY AND LET SOMETHING HAPPEN TO HER.

I WON'T!

GET DOWN!

PETER?

PETER?

OMIGOD, WHAT ARE YOU --?

FREEZE!

CLIK CLIK CLIK

CODE THIRTEEN! CODE THIRTEEN! WE NEED BACKUP! BRING THE WAGON AROUND!

WE'RE MOVING BIG RED OUT OF THE BUILDING!

DON'T WORRY, MA'AM, WE'VE GOT HIM!

PETER?

WOOOOOOOOO

I'D GET OUT OF HERE IF I WERE YOU.

WHY IS THAT?

BECAUSE...

WOOO

"MAKE THAT *SOMEONE*...

FWAK

...THE BLOB!

As stated in just about EVERY law enforcement records department in the country... "The Blob's mutant powers relate to the relative mass, strength, resilience and indestructibility of his obese body. His primary ability is to become virtually IMMOVABLE at will as long as he is in contact with the ground."
-- Run-off-at-the-mouth Ralf.

YOU KNOW... I WAS JUST TRYIN' TO GET AWAY AND BE BY MYSELF... JUST LIKE WHEN I WUZ BACK IN THE CARNY.

PLAYIN' THE STINKIN' MUTANT POLITICAL GAME -- WHAT A *BORE!*

BEING PART OF THE BROTHERHOOD, THE SEARCH FOR XAVIER AND THAT WHOLE X-51 ROBOT THING.

SURE THOSE THINGS WERE A HOOT, BUT *IN BETWEEN?!?*

PTOOM

PTOOM

PTOOM

ALL I GET TO DO IS SIT ON MY KEISTER AND WATCH THE TUBE!

AND THERE'S *NEVER* ANYTHING GOOD ON ANYMORE! BEIN' A BIG, BAD MUTANT AIN'T ALL IT'S CRACKED UP TO BE.

HAW!

NICE TRY, STIFFS, BUT REMEMBER... I'M THE BLOB... *BULLETS* DON'T MEAN *SQUAT* TO *ME!*

ALL I WAS TRYIN' TO DO WAS GET BACK TO MY ROOTS... WHAT'S WRONG WITH A SIMPLE ROBBERY? NOTHING FANCY -- JUST LIKE THE OLD DAYS!

MOST *CEO'S* RIP OFF MORE THAN I WAS GONNA WALK AWAY WITH!

SO... WANNA HAVE A LITTLE FUN, BOYS?

THESE SECURITY GUARDS AND COPS ARE IN *WAY* OVER THEIR HEADS!

I MIGHT EVEN BE, BUT... THAT'S WHY I GET PAID THE BIG SUPER-HERO BUCKS!

WAIT A MINUTE! I DO THIS FOR *NOTHING!*

NO MATTER HOW MUCH I JOKE ABOUT IT, I CAN'T BELIEVE THIS IS HAPPENING NOW!

I WAS SO CLOSE TO FINALLY GETTING BACK TOGETHER WITH MARY JANE AND NOW *THIS!*

I DON'T REMEMBER THE LAST TIME I'VE SEEN HER LOOK SO TERRIFIED.

I'VE JUST GOT TO FIGURE OUT A WAY TO WRAP THIS UP AND FIND HER *QUICK!*

OOOOh! *LOOKEE* HERE! BACKUP!

BRING IT *ON*, BOYS!

HOPE YOU ALL GOT AIR BAGS IN THESE TIN CANS!

POLICE

LOOK AT *THAT!* ALL SAFE AND SOUND!

WELL IT AIN'T GONNA *LAST!*

EVEN THOUGH I AIN'T ONE FOR ALL THIS *MUTANT RIGHTS* GARBAGE...

...I GET TIRED'A BEING PICKED ON JUST FOR BEING DIFFERENT! SO -- ONCE-'N-AWHILE I *CROSS THE LINE.* BIG DEAL!

THWAP

YOU *DON'T* GET PICKED ON FOR BEING *DIFFERENT, BLOB!*

IT'S THAT YOU'RE JUST SO DARN *UGLY!*

oooh! WHAT'S THIS?

STICKY STUFF IN MY EYES... WEBBING?

FWOOK

NOT HAPPENIN' TODAY, SPIDER-MAN!

I'M THINKIN' ABOUT A SIZE 8 1/2 SHOE IN MY CHEST... PRETTY DAINTY LITTLE BUG, AIN'T YA?

AND A LOUSY INSULT ABOUT MY GOOD LOOKS AIMED AT GETTIN' ME TO LOSE MY COOL!

OKAY... SO WE'VE BEEN DOWN THIS ROAD BEFORE!

BLOB BATTLE PLAN IS DOWN... NOW WE GO TO #2!

THWAP

THE EVER POPULAR FLYING DOUBLE HAMMER FEET TO THE BACK OF THE HEAD MANEUVER!

YOU'RE STRIKIN' OUT, SKINNY!

WUP

NOW I'LL JUST PRESS DOWN REAL SLOW -- 'TIL I HEAR THE BONES *SNAP.*

Y'SEE, AS LONG AS I'M TOUCHIN' MOTHER EARTH --

-- NOTHING CAN *MOVE* THE *BLOB!* *NOTHING!*

AND HERE... TAKE A LOOK AT A *REAL* MAN'S FEET!

SIZE 16 AND A *1/2* *TRIPLE FFF!*

THANKS FOR THE LESSON, BLOBBO! IN MY RUSH TO GET TO ANOTHER ENGAGEMENT, I'D FORGOTTEN ABOUT THAT TOUCHING THE GROUND BIT. SO LET'S SEE WHAT HAPPENS WHEN...

WHAT THE--?

LOOK!

I LOVE NOTHING BETTER THEN PLAYING AROUND WITH YOU SUPER-VILLAINOUS TYPES, BUT...

...I *REALLY* HAVE GOT SOMETHING ELSE TO DO.

YOU AIN'T WALKING AWAY ALIVE, SHORTY. YOU MADE THE BLOB FALL --

-- MADE ME LOOK *STUPID* IN FRONT OF EVERYONE! I --

YEAH, YEAH, YEAH! I'M GOING TO GO RIGHT PAST THE "I MADE YOU LOOK STUPID" LINE.

NOW YOU'VE GOT TO BREAK MY NECK, EAT MY BRAINS, KILL ME, BLAH, BLAH, BLAH! BEEN THERE DONE THAT!

SEE THIS, STUMBO? IT'S A *WEB CARTRIDGE.*

KZZ

IT CONTAINS THE STUFF THAT MY WEBBING IS MADE OF.

I WON'T BORE YOU WITH THE DETAILS OF IT BEING A SHEAR-THINNING LIQUID... LONG CHAIN POLYMERS... CHEMICAL FORMULAS, BLAH, BLAH!

IT GETS COMPLICATED AND I LIKE IT TO BE MY LITTLE SECRET FORMULA.

BOTTOM LINE BIG GUY... IT HITS AIR...

...IT *EXPANDS.*

HEY! WHAT'RE YOU *DOING?*

THIS AIN'T *FAIR!*

I'M GONNA *SUFFOCATE* IN THIS STUFF!

HELLO?!!

SPIDER-MAN... ONE OF THE *GOOD* GUYS!

HAVE YOU BEEN READING THE BUGLE AGAIN?

FINE!

SAY *AHH!* AND START SUCKING AIR, PAL!

SPLOOSH

YOU'VE GOT ABOUT AN HOUR BEFORE THE WEBBING STARTS DISSOLVING, OFFICERS.

I'D CALL IN SOME HEAVY ARTILLERY BEFORE THEN AND FIGURE OUT WHAT TO DO WITH HIM.

TAKE CARE.

NOW TO FIND MJ.

I'VE GOT TO FIND HER, HELP HER WITH *WHATEVER* IS GOING ON.

WHAT'S THE POINT OF HAVING THESE POWERS IF I CAN'T PROTECT THE WOMEN I LOVE?

A FEW BLOCKS AWAY...

I CAN'T BELIEVE I LET THEM LEAVE PETER BACK THERE, JILL!

HE SHOULD BE HERE WITH ME! THERE IS SO MUCH I'VE GOT TO TELL HIM!

ABOUT THE PHONE CALLS, THE MESSAGES... ABOUT IT ALL.

I THOUGHT THEY WERE ABOUT --

-- BUT THEY'VE BEEN ABOUT ME! AND NOW PETER IS GOING TO BE TARGETED... IN DANGER!

I CAN'T BELIEVE HOW RUDE I'VE BEEN TO HIM, BUT, THEN AGAIN *HE* --

I'M *SO* CONFUSED! *SO* SCARED!

IT'S GOING TO BE *FINE, MJ!* YOU'VE GOT SECURITY. THEY'LL FIND THIS WHACKO AND ARREST HIM BEFORE --

BRAK

KOOM

FWOOM

FWOOM

OMIGOD! HE'S HERE! HE'S *FOUND* ME!

CHAOS!

YOU BELONG TO ME!

NO.

NO.

NO.

I'VE GOT YOU.

MJ, IT'S GOING TO BE OKAY.

MARY JANE! NOOOO!

TO BE CONTINUED IN THE PAGES OF *PETER PARKER: SPIDER-MAN#11.*

PREVIOUSLY, IN "THE EIGHTH DAY"...

MILLENNIA AGO, EIGHT MYSTICAL ENTITIES — BALTHAKK, CYTTORAK, FARALLAH, IKONN, KRAKKAN, RAGGADORR, VALTORR, AND WATOOMB — GATHERED. UNABLE TO DECIDE WHO WAS MOST POWERFUL, EACH HID AN ARTIFACT ON EARTH THAT WHEN ACTIVATED WOULD TRANSFORM ITS HOLDER INTO ITS CREATOR'S EXEMPLAR. WHEN ONE WAS DISCOVERED, THE OTHERS WOULD ACTIVATE AND SUMMON A HUMAN TO THEM TO BE TRANSFORMED; ONCE ALL EIGHT ARTIFACTS HAD CREATED AN EXEMPLAR, THEY WOULD ACTIVATE A GOD-MACHINE THAT WOULD REDUCE HUMANITY TO MINDLESS SLAVES. WITH EACH EXEMPLAR COMMANDING AN EIGHTH OF HUMANITY, THEY WOULD WAGE A WAR TO DETERMINE WHICH ENTITY REIGNED SUPREME.

IN RECENT YEARS, SOLDIER CAIN MARKO FOUND THE CRIMSON RUBY OF CYTTORAK IN SOUTHEAST ASIA, AND TRANSFORMED INTO THE UNSTOPPABLE JUGGERNAUT; HOWEVER, HE INTERRUPTED THE TRANSFER BEFORE THE OTHER ARTIFACTS COULD BE ACTIVATED. YEARS LATER, TONY STARK JOINED ADVENTURER ABNER LITTLE AND ARCHEOLOGIST J. VERNON MANN AT A DIG SITE IN THE CANADIAN TERRITORY NUNAVUT, WHERE A GEOLOGICAL SURVEY TEAM HAD DISCOVERED THE LONG-BURIED TEMPLE OF BALTHAKK. DURING A DISPUTE BETWEEN LITTLE AND HIS RIVAL ANTIQUARIANS PRINCESS ZANDA AND COUNT ZORBA, STARK'S PILOT SAMANTHA "SAM" MCGEE WAS MYSTICALLY COMPELLED TO GRAB THE BLINDING BRAZIER OF BALTHAKK, TRANSFORMING HER INTO THE FIERY INFERNO, WHO STARK BATTLED AS IRON MAN.

SHORTLY, IRISH TERRORIST BRIDGET MALONE FOUND THE KESTREL KEY OF KRAKKAN, BECOMING THE WARRIOR CONQUEST, AND TROUBLED KENYAN GIRL OLISA KABAKI DISCOVERED THE IVORY IDOL OF IKONN, TRANSFORMING INTO THE PSYCHIC BEDLAM. THE TWO JOINED FORCES AND TELEPORTED THE JUGGERNAUT AWAY FROM A BATTLE WITH THOR. MEANWHILE, JAPANESE SALARYMAN YOSHI HACHIMAN BECAME THE ENTROPIC DECAY AFTER BEING SUMMONED BY THE VERDANT VIAL OF VALTORR, AND FRENCH GAME WARDEN NICOLETTE GIROUX ENTERED THE WATERFALL OF WATOOMB, CHANGING HER INTO THE ELEMENTAL TEMPEST.

ZORBA, LITTLE, ZANDA, STARK, AND MANN ESCAPED INFERNO AND JOURNEYED TO ANOTHER TEMPLE, WHERE ZORBA FOUND THE FEARSOME FIST OF FARALLAH AND BECAME THE PREDATORY CARNIVORE. TEMPEST AND DECAY TELEPORTED HIM AWAY, LEAVING STARK AND THOR, WHO HAD PURSUED TEMPEST AND DECAY THERE, WITH THE KNOWLEDGE THAT ONE ARTIFACT STILL REMAINED...

MARVEL COMICS

THE EIGHTH DAY PART 1 OF FOUR

the mighty THOR

#17

WWW.MARVEL.COM

NOTHING CAN STOP THE JUGGERNAUT

JURGENS
ROMITA JR
JANSON

DON'T TELL THOR!

MARVEL COMICS

THE EIGHTH DAY PART 2 OF FOUR

THE INVINCIBLE

IRON MAN

#22

WWW.MARVEL.COM

CHEN

MARVEL COMICS

THE EIGHTH DAY PART 3 OF FOUR

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER SPIDER-MAN

#11

WWW.MARVEL.COM

© 2010 Marvel Characters, Inc. All rights reserved. WWW.MARVEL.COM

HOW DOES ONE LEAVE ONE'S MARK UPON THE WORLD?

ESPECIALLY WHEN ONE IS BORN INTO A POOR FAMILY OF FARMERS IN THE JUNGLES OF THAILAND.

ONE CAN BE A FARMER... AND BE SWALLOWED UP BY THE INHOSPITABLE JUNGLES THAT HAVE OVERGROWN THE THOUSANDS OF ANCIENT TEMPLES DOTTING YOUR COUNTRY.

ONE CAN MOVE AWAY AND BE SWALLOWED UP BY AN EQUALLY INHOSPITABLE WORLD.

OR... ONE CAN JUST LEAVE ONE'S MARK... IN PAINT... SCRAWLING ANTI-GOVERNMENT SLOGANS ACROSS THE JUNGLE, THE TEMPLES AND ALL THINGS WHICH ATTEMPT TO SWALLOW YOUR SOUL.

THIS IS ULTAMA "TOM" SOMCHART'S PLAN.

HE IS YOUNG, AN ARTIST AND FRUSTRATED BY A LIFE OVER WHICH HE HAS NO CONTROL.

THE POLICE CALL HIS ART GRAFFITI.

A CRIME WHICH IS DEALT WITH QUITE SEVERELY HERE.

I'VE GOT IT MADE.

THEY DON'T KNOW THE LANDSCAPE LIKE I DO.

PTWG PTWG PTWG

WHAT'S THIS?

MAYBE A SLIGHT CHANGE OF DIRECTION WOULD BE IN ORDER --

THIS TEMPLE..? I DON'T EVER REMEMBER SEEING IT BEFORE!

IT'S NOT RELATED TO ANY OF THE GODS I'M FAMILIAR WITH. Hmm?

HOPE THIS IS THE GOD OF RECKLESS BOYS WIELDING SPRAY PAINT, 'CAUSE I AM IN *BIG* TROUBLE!

WHAT? THAT LIGHT...

IT'S *SO* BRIGHT.

CALLING TO ME? IN MY HEAD?

YES. I CAN HEAR YOU.

I AM *HERE.*

WE ARE ONE!

AND JUST WHAT DOES THIS HAVE TO DO WITH THE AMAZINGLY SPECTACULAR WALL-CRAWLER?

CONTINUE ON, TRUE BELIEVERS... IT WILL!

© 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

SPEAKING OF SPIDER-MAN...

AT THAT MOMENT, THE WONDROUS WEB-SLINGER SAILS WITH EASE ACROSS THE MANHATTAN SKYLINE...

...HIS EVER LOVELY WIFE AND RENOWNED SUPER-MODEL, **MARY JANE-WATSON PARKER,** CLINGING TO HIS SIDE.

THE LOVE EXISTING BETWEEN THE TWO YOUNG PEOPLE IS EVIDENT IN THEIR EVERY MOVEMENT... IN THEIR EVERY **WORD** --

PUT ME **DOWN** RIGHT NOW... OR I'LL **KILL YOU!**

-- OR MAYBE NOT.

AT A DEMONSTRATION ON RADIOLOGY, HIGH SCHOOL STUDENT **PETER PARKER** WAS BITTEN BY AN IRRADIATED SPIDER FROM WHICH HE GAINED THE ARACHNID'S INCREDIBLE ABILITIES. WHEN A BURGLAR KILLED HIS BELOVED UNCLE BEN, A GRIEF-STRICKEN PETER VOWED TO USE HIS GREAT POWERS IN THE SERVICE OF HIS FELLOW MAN, BECAUSE HE LEARNED AN INVALUABLE LESSON: WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY.
STAN LEE PRESENTS:

PETER PARKER SPIDER-MAN!

STAN LEE PRESENTS...

AN EXEMPLARY DAY!

HOWARD MACKIE / JOHN ROMITA, JR. / SCOTT HANNA - STORY AND ART
RICHARD STARKINGS AND COMICRAFT'S GREGORY WRIGHT RALPH MACCHIO BOB HARRAS
LIZ AGRAPHIOTIS - LETTERS COLORS EDITOR CHIEF
KURT BUSIEK AND ROGER STERN - HEART, SOUL AND INSPIRATION

I SAID... PUT ME DOWN NOW!

I AM! I AM, BUT...

...MJ, LOOK! IT'S ME! PETER!

I KNOW IT'S YOU! I'M NOT STUPID!

I KNEW FROM THE BEGINNING THAT YOU'D FIND SOME REASON TO GET BACK INTO THE COSTUME!

BUT I CAN'T BELIEVE YOU WOULD LIE TO ME! AFTER ALL WE'VE BEEN THROUGH!

I'M SORRY. IT'S JUST THAT --

NO, PETER, PLEASE DON'T.

I KNOW THE REASONS... AND I CAN ALMOST UNDERSTAND WHY YOU HAVE TO BE SPIDER-MAN, BUT...

...YOU LIED TO ME. YOU SAID YOU'D QUIT BEING IN THE WEBS FOR GOOD! I CAN'T FORGIVE YOU SO QUICKLY.

NOT NOW.

NOT WITH ALL THAT'S GOING ON.

OKAY. I CAN WAIT.

NOW DO YOU WANT TO TELL ME WHAT'S GOING ON WITH THIS STALKER OF YOURS?*

WHY DIDN'T YOU TELL ME ABOUT THE PHONE CALLS?

THE JOKE IS... I THOUGHT I WAS PROTECTING YOU.

See Amazing #11 -- Ralf.

I ASSUMED ALL THE PHONE CALLS WE WERE GETTING AT HOME...

...WERE FROM ONE OF THE MANY SUPER-VILLAINS WHO *KNEW* YOU WERE SPIDER-MAN AND WANTED REVENGE.

I DIDN'T WANT TO GIVE YOU AN EXCUSE TO GET BACK INTO THE COSTUME.

WHAT A JOKE, Huh?

SECRETS AND LIES. IS THAT ALL WE REALLY HAVE? I WAS SAYING TO *JILL* --

-- JILL! WE LEFT HER AT THE SCENE OF THE EXPLOSIONS THE STALKER CAUSED! WE--!

SHE'LL BE FINE. THE STALKER WANTS *YOU!*

TAKE ME TO HER HOUSE IN QUEENS. THAT'S WHERE SHE'LL HEAD.

GOOD. I WANT YOU SOMEWHERE SAFE. HER FATHER, *ARTHUR*, CAN WATCH OVER YOU.

THANKS, BUT I'LL TAKE CARE OF MYSELF.

A SHORT TIME LATER...

MARY JANE! PETER! I WAS SO SCARED! I THOUGHT THAT SPIDER-MAN --

I'M JUST SO GLAD HE WAS THERE TO *HELP*.

I *WISH* I COULD GET HOLD OF HIM MYSELF.

I CAME HOME AFTER THE ATTACK AND FOUND MY FATHER GONE... HIS GUN CABINET EMPTY...

PAUL HAS GONE OFF LOOKING FOR HIM BUT... THE WAY HE'S BEEN RANTING ABOUT *SENATOR WARD*... I'M SCARED.

PETER?

Er... YEAH... I'LL SEE IF ANYONE AT THE BUGLE KNOWS HOW TO GET HOLD OF SPIDER-MAN.

LATER...

WHAT AM I DOING?

MY WIFE IS BEING STALKED BY SOME MADMAN AND I'M OFF LOOKING FOR HER BEST FRIEND'S FATHER?

SURE, ARTHUR, HAS HELPED ME OUT OF PLENTY OF JAMS... AND THIS SENATOR WARD CHARACTER SEEMS TO BE SOMETHING DANGEROUS, BUT...

...SHE'S MY WIFE! IF I CAN'T HELP HER... WHAT GOOD AM I?

AM I DOOMED TO FAIL THE ONES I LOVE ALWAYS?

LIKE I DID UNCLE BEN... LIKE I DID GWEN?

I AM NOT GOING TO LET ANYTHING HAPPEN TO MJ.

IT'S JUST NOT GOING TO HAPPEN.

THE DAILY BUGLE CITY ROOM...

...AT ITS BEST, A PLACE OF CONTROLLED CHAOS.

TODAY... IS NOT THE BEST DAY!

COMPUTERS ARE DOWN!

CAN'T GET AN OUTSIDE LINE!

THERE GO THE LIGHTS AGAIN!

ROBBIE! WHAT IN BLUE BLAZES IS GOING ON HERE? WE CAN'T RUN A PAPER WITHOUT ANY POWER!

I KNOW, JONAH, I'M LOOKING INTO IT.

WONDERFUL! I WAS GOING TO TRY AND HAVE BEN OR BETTY, OR SOMEONE TRY AND HELP FIGURE OUT HOW TO FIND ARTHUR OR MAYBE GET A LEAD ON MJ'S STALKER, BUT THEY'RE ALL WAY TOO DISTRACTED!

WHY IS IT THAT EVERY SHLUB WITH A CAPE IN THE COMIC BOOKS IS A DETECTIVE, BUT ME..?

I WAS ABLE TO GET A CALL OFF TO BUILDING MAINTENANCE BEFORE THE PHONES WENT DOWN.

BUT I HAVEN'T HEARD ANYTHING BACK SINCE.

THAT DIDN'T FEEL LIKE A POWER OUTAGE.

RUMMMMBLE

AND MY SPIDER-SENSE IS IN OVERDRIVE.

I BETTER CHECK THIS OUT.

AND *THIS* IS WHY *MJ* AND I CAN'T HAVE A NORMAL RELATIONSHIP.

BETWEEN HER FLYING ON PHOTO SHOOTS ALL OVER THE WORLD AND ME *SAVING* THE WORLD AT THE DROP OF EVERY HAT...

...IT'S A WONDER *EITHER* OF US EVEN MADE IT TO OUR WEDDING CEREMONY.

MAN! I'M SOUNDING *WAY* TOO CRANKY FOR A GUY MY AGE!

THINGS *WILL* WORK OUT BETWEEN *MJ* AND *ME*.

THEY ALWAYS DO.

HELLO! ANYONE DOWN HERE?

ANY SUPER-POWERED VAMPIRE DEMONS OR ANYTHING?

MY DANGER-SENSE IS GOING WILD!

IT'S ACTUALLY HURTING MY HEAD AND MAKING ME A LITTLE NAUSEOUS.

OR IS THAT *GUILT* FOR TREATING MJ BADLY?

MAYBE SHE'S RIGHT. MAYBE I HANDLED IT ALL BADLY, BUT I *DID* HAVE THE BEST INTENTIONS.

I WAS TRYING TO PROTECT HER.

AND LOOK WHERE IT'S GOTTEN ME...

...IN THE BASEMENT OF THE BUGLE, RIPPING DOORS OFF THEIR HINGES AND SEARCHING FOR BAD GUYS.

TRESSPASSING

A DAY IN MY LIFE.

THE MORE THINGS CHANGE... THE MORE THEY REMAIN THE --

-- SAME?

NOW I *KNOW* THE BUGLE UNDERWENT SOME RECENT RENOVATIONS, BUT...

...I DON'T RECALL SEEING THIS *SECRET UNDERGROUND LAIR OF HI-TECH MACHINERY* ON THE PLANS!

I DON'T KNOW *WHAT* THIS IS, BUT I'M PRETTY SURE I DON'T NEED IT RIGHT NOW!

AND THAT MUST BE THE CREATOR OF THIS... THIS... THIS... *THING*... NOW!

TIME TO ENGAGE HIM IN SOME CLEVER SUPER-HERO BANTER.

HEY YOU! WHAT DO YOU THINK YOU'RE DOING HERE? THIS IS PRIVATE PROPERTY, YOU KNOW!

OKAY... HE SEEMS TO BE IGNORING MY CLEVER SUPER-HERO BANTER, SO...

...I'LL TRY SOMETHING *ELSE* TO GET HIS ATTENTION!

NO!

THE *STONE-CUTTER* IS *NOT* TO BE DISTURBED IN HIS CONSTRUCTION OF THE *GOD MACHINE!*

ER... YUCK! THIS STUFF *IS* DISGUSTING!

NO *WONDER* THE BAD GUYS HATE IT! NOW DID YOU SAY *GOD-MACHINE?*

YES... THE GREAT MYSTIC ENGINE OF THE *EXEMPLAR.*

ONCE IT IS COMPLETED, THE WILL OF HUMANITY SHALL BE OVERWHELMED AND THEN THE *OCTESSENCE* SHALL BEGIN.

Oh... I SEE.

YOU EXPLAIN TOO MUCH, *TEMPEST!*

THE HUMANS NEED KNOW NOTHING, BUT SUBJUGATION AND *DEATH!*

SO SAYS *CARNIVORE!*

YOU'RE IN *WAY* OVER YOUR HEAD, SPIDER-MAN.

YOU'VE ALREADY MET MY FELLOW *EXEMPLARS... STONECUTTER, TEMPEST* AND *CARNIVORE.*

JUGGERNAUT?

THE OTHERS ARE *BEDLAM, DECAY* AND *INFERNO.*

ENOUGH WITH THE INTROS... HE'S ALL YOURS *DECAY.*

WHOA!

I SEE... DECAY... DECAY... WELL...

THANKS FOR THE *GOD* LESSON.

I'LL BE LEAVING NOW!

GOOD LUCK SUBJUGATING THE WILL OF ALL HUMANITY.

STOP HIM!

HE MUST NOT BE ALLOWED TO LET *ANY* OTHERS KNOW OF THE LOCATION OF THE GODMACHINE!

"LET ANY OTHERS KNOW.." YEAH! THAT'S *EXACTLY* WHAT I WAS THINKING!

GOT TO CALL IN THE *CAVALRY!*

GUESS IT'S TIME TO BREAK OUT THE OLD *AVENGERS I.D.* CARD!

A SHORT TIME LATER...

PRIVATE PROPERTY AVENGERS MANSION

HELLO! ANYONE HOME! I COULD USE SOME HELP HERE!

Oh MY --!

YEAH... YEAH... YEAH, JARVIS!

SO WHAT HAPPENED? DID SOMEONE CHANGE THE SECRET PASSWORD OR SOMETHING?

A FEW MINUTES LATER...

YEAH, I KNOW I SENT THE COMMUNICARD BACK WITH MY LETTER OF RESIGNATION...

...BUT I THOUGHT I COULD STILL GET IN TO THE PLACE EVEN IF I'M NO LONGER AN AVENGER.

SORRY, SIR. POLICY, DON'T YOU KNOW.

I GUESS SO. SO, JARVIS, WHO OF THE AVENGERS IS AROUND THE MANSION TODAY?

THAT WOULD BE MASTERS IRON MAN AND THOR, SIR.

GREAT! THE BIG GUNS!

A FEW MORE MINUTES LATER...

...SO THIS GODMACHINE THING IS SUPPOSED TO OVERWHELM THE WILL OF HUMANITY... OR AT LEAST THAT'S WHAT THEY SAY!

THOR AND I HAVE BOTH HAD RUN-INS WITH THESE EXEMPLARS, SPIDER-MAN.

YEA! I LONG FOR THE CHANCE AT RETRIBUTION 'GAINST THESE FALSE GODS!

WE WILL CONFRONT THEM ANON.

Iron man #22 and Thor#17 -- Ralf#4

MIND IF I TAG ALONG?

STAY HERE!

OH SURE...LEAVE THE *LITTLE* GUY BEHIND! GIVE A GUY A COMPLEX WHY DON'T YOU!

ACTUALLY... IT IS PROBABLY WISE THAT YOU STAY BEHIND, SPIDER-MAN.

THESE EXEMPLARS ARE A BIT OUT OF THE LEAGUE OF YOUR *NORMAL* OPPONENT.

WHO THE --?

WHY DOES *EVERYONE* KEEP SAYING THAT?

ER...SORRY. *DOCTOR J. VERNON,* ARCHAEOLOGIST.

I'VE HAD THE OPPORTUNITY TO STUDY THESE EXEMPLARS UP CLOSE AND TO DECIPHER SOME OF THEIR PLANS.

THESE ARE *TRULY* CREATURES OF *MYTHIC* PROPORTION.

UNFORTUNATELY, I DON'T BELIEVE THAT EVEN IRON MAN AND THOR FULLY APPRECIATE THE GRAVITY OF THE SITUATION.

WHILE THE EXEMPLARS ARE DANGEROUS...

...IT IS THE *GODMACHINE* WHICH MUST BE DESTROYED AT ALL COSTS.

HEY! WHERE ARE YOU GOING?

I'M GOING ALONG WITH THEM. THEY MAY NEED MY HELP.

SHEESH! NO ONE TRUSTS ME TO CARRY MY WEIGHT AROUND HERE.

I'M NOT SURE THAT EVEN IRON MAN AND THOR ARE GOING TO BE ABLE TO HANDLE THESE EXEMPLARS.

I MEAN... THE JUGGERNAUT ALONE COULD GIVE EVEN *ONE* OF THEM A RUN FOR THEIR MONEY!

WAIT A MINUTE! JUGGERNAUT...? HMM! THAT GIVES ME AN IDEA.

"TIME TO CALL IN A WILD CARD!"

RRMMMBBBLE

PUT ME DOWN!

I AM NOT LEAVING HERE WITHOUT THE EVENING EDITION FINISHED!

I DON'T CARE WHAT IS GOING ON! PUT ME DOWN!

HEY, JONAH! DON'T YOU WORRY! I'VE GOT A SURE FIRE PLAN TO SAVE YOUR PAPER, THE BUILDING AND MAYBE EVEN THE WORLD!

I JUST NEED TO BORROW A PHONE!

WHAT?!

DID YOU HEAR HIM? OFFICERS ARREST THAT MAN! HE'S ILLEGALLY USING BUGLE PROPERTY! I --

CHILL OUT, JONAH! HERE'S A QUARTER FOR THE CALL!

NOW DOES ANYONE REMEMBER THE AREA CODE FOR WESTCHESTER?

WESTCHESTER!

A SHORT TIME LATER...

SO I STARTED THINKING...

JUGGERNAUT... MUTANTS... X-MEN... PROFESSOR CHARLES XAVIER, LEADER OF THE X-MEN AND JUGGERNAUT'S BROTHER!

STEP-BROTHER.

CAIN MARKO AND I WERE NEVER THE CLOSEST OF SIBLINGS.

WHATEVER! BUT THANKS FOR DROPPING THE PHONE AND ZIPPING OVER HERE...ALBEIT IN ASTRAL FORM... ON MY WORD.

OH NO! IT IS *FAR* WORSE THAN YOU LED ME TO BELIEVE, SPIDER-MAN!

YOU KNOW IT'S *NOT* TOO LATE FOR YOU TO CALL IN A FEW OF THE *X-MEN* IF YOU WANTED TO --

NO! AS I TOLD YOU...THE *X-MEN* ARE NO MORE!

See current issues of those mutant books -- X-Ralf.

THOR! INFERNO'S HEAT BLASTS ARE OVERLOADING EVERY SYSTEM IN MY ARMOR!

IF YOU'VE GOT A GODLY TRICK UP YOUR SLEEVE...NOW WOULD BE A GOOD TIME TO REVEAL IT.

MY APOLOGIES IRON MAN, BUT IT IS TAKING EVERY FIBER OF MY BEING MERELY TO KEEP DOCTOR VERNON SAFE FROM TEMPEST'S POWERS!

FORGET ABOUT ME...

...THE GOD-MACHINE! IT IS ALMOST COMPLETED!

YOU *MUST* STOP THE STONE-CUTTER FROM PLACING THE LAST COMPONENT WITHIN ITS STRUCTURE!

OR *HUMANITY* IS DOOMED TO BE CARVED UP AMONGST THE EIGHT EXEMPLARS!

I WILL DO MY BEST TO DISTRACT JUGGERNAUT.

MY MERE PRESENCE SHOULD BE ENOUGH TO ACCOMPLISH THAT.

YOU WILL HAVE TO GET TO THE MACHINE AND DESTROY THE COMPONENT.

OH... AND THAT SHOULD BE *EASY!*

THWAPP

HERE GOES *NOTHING!* FIRST, LET'S SEE IF I CAN BUY IRON MAN AND THOR A BREAK!

THWAPP

WHAT IS THIS? WHO *DARES?!*

TWO DOWN...

...AND A BUNCH MORE TO IRRITATE!

HOW'S IT GOING, PROF?

I AM ATTEMPTING TO REACH JUGGERNAUT, BUT HE IS UNDER SOME SORT OF SPELL. KEEP MOVING IF YOU CAN!

SPIDER-MAN BOUGHT ME ENOUGH TIME TO REROUTE SOME OF MY ARMOR'S BACKUP SYSTEMS.

WHAT DO YOU SAY WE RECIPROCATE THE FAVOR AND CLEAR THE MAN A PATH, THOR?

TWILL BE DONE, IRON MAN!

HAVE AT THEE, FALSE ONES!

WHOA!

HOW DO THEY DO THAT? THEY WERE ALMOST COMPLETELY OUT OF IT A MINUTE AGO AND NOW *LOOK* AT THEM!

SOMEHOW, THEY'RE ABLE TO DIG DOWN DEEP AND FIND A FINAL RESERVE OF STRENGTH TO DO THE DEED! GUESS THAT'S WHY THEY'RE CALLED THE EARTH'S MIGHTIEST HEROES.

AND THIS LITTLE SPIDER IS *NOT* GOING TO LET THEM DOWN.

A DAB OF WEBBING ACROSS THIS TUNNEL SHOULD AT LEAST *SLOW* DOWN ANY OF THE EXEMPLARS WHO DECIDE TO FOLLOW ME.

*AND IF XAVIER CAN JUST GET THROUGH TO JUGGERNAUT... HE COULD **REALLY** HELP US TURN THE TIDE AGAINST THESE GUYS.*

STOP *HIM!* THE *HUMAN* IS GETTING AWAY!

HE MUST *NOT* BE ALLOWED TO DELAY THE COMPLETION OF THE GOD MACHINE.

THE OCTESSENCE *MUST* CONTINUE!

NOT TO WORRY, INFERNO, THIS ARTIFICIAL CONSTRUCT OF HIS IS *NOTHING* BEFORE OUR MIGHT.

THWAPP

EXCUSE ME, BUT...

UMMPH! CAN'T...BREAK... IT!...

...I'LL TAKE THAT!

"IT'S MADE OF SOMETHING STRONGER THAN I HAVE *EVER* ENCOUNTERED!

"I COULD USE IRON MAN OR THOR RIGHT ABOUT NOW, BUT SOMEHOW I GET THE FEELING THAT EVEN IRON MAN'S REPULSORS OR THOR'S MIGHTY HAMMER COULDN'T SCRATCH THIS THING."

I NEED --

YOU *NEED* DO NOTHING MORE THAN *DIE,* HUMAN!

OOPS! DECAY I --

DECAY?

YOU'RE RIGHT... I'M SORRY... DIDN'T MEAN TO STEAL YOUR PRECIOUS ARTIFACT... AND I REALLY NEED TO GET BACK TO MY LIFE... MY WIFE IS A SUPER MODEL... AND SHE'S GOT THIS STALKER WHO...

I'M SORRY... AM I RAMBLING. *HERE...*

...*TAKE IT!*

WHAT --? NO... DON'T--!

IF I TOUCH IT...

...IT... WILL...

FWOOSH

IT'S OVER, CHARLIE! YOU LOSE!

YOUR POWER WAS NEVER GREATER THAN MINE!

ESPECIALLY NOT NOW THAT I KNOW THAT I AM A GOD!

HOW CAN YOU REACH THROUGH MY ASTRAL FORM AND PULL MY PHYSICAL SELF TO THIS PLACE?

WHAT? HOW IS THIS POSSIBLE?

BECAUSE, XAVIER, WE ARE THE GODS WHO SHALL PRESIDE OVER THIS EARTH AS IT IS CARVED INTO EIGHT PARTS.

DOES THIS MEAN WE LOST? BUT I STOPPED THE GOD MACHINE... AND IN A PRETTY CLEVER WAY, MIGHT I ADD.

YOU DID WELL, SPIDER-MAN.

YOU SAVED THE CITY.

BUT NOW WE WILL HAVE TO SEE WHAT WE CAN DO ABOUT SAVING THE WORLD!

I TELEPATHICALLY CAUGHT A GLIMPSE OF STONECUTTER'S THOUGHTS... WITH THE DESTRUCTION OF THE GOD MACHINE COMPONENT HE IMMEDIATELY LAUNCHED A NEW PLAN.

ONE WHICH WILL TRANSPORT US TO THE NORTH POLE AND USE THE EARTH'S OWN LEY LINES TO MAKE UP FOR THE MISSING COMPONENT.

HEAVEN ONLY KNOWS WHAT WE CAN DO NEXT.

TO FIND OUT THIS ANSWER READ... THE JUGGERNAUT #1 ISSUE AND BE BACK HERE NEXT ISSUE FOR OUR DOUBLE-SIZED SPECTACULAR FEATURING THE ALWAYS SINISTER SIX!

IN THE ARCTIC, THE EXEMPLARS IMMOBILIZED IRON MAN, THOR, XAVIER, SPIDER-MAN, AND DR. MANN WHILE THEY READIED THE GOD-MACHINE. WITHIN HIS MIND, HOWEVER, JUGGERNAUT WAGED A BATTLE OF WILLS WITH HIS GODLY PATRON CYTTORAK, UNWILLING TO DO HIS BIDDING. WITH PSYCHIC AID FROM XAVIER, WHO HELPED HIM REASSERT HIS IDENTITY, JUGGERNAUT OVERCAME CYTTORAK'S INFLUENCE AND TURNED ON THE OTHER EXEMPLARS, DAMAGING THE GOD-MACHINE AND WEAKENING THE SPELL THAT HELD THE EXEMPLARS' HOSTAGES.

THOR TOOK ADVANTAGE AND FREED THE OTHERS. WHILE SPIDER-MAN TOOK XAVIER AND MANN TO SAFETY, THOR ENGAGED TEMPEST AND IRON MAN CHALLENGED INFERNO; SPIDER-MAN TRIED TO ENTER THE FRAY HIMSELF, BUT STONECUTTER, TRYING TO ACTIVATE THE DAMAGED GOD-MACHINE, REPELLED HIM. IRON MAN INCAPACITATED INFERNO, THEN USED ENERGY ABSORBED FROM HER DURING THE BATTLE TO TAKE OUT BEDLAM, WHO HAD LAUNCHED A PSYCHIC ATTACK ON THE HEROES. AFTER BESTING TEMPEST, THOR DESTROYED THE MACHINE'S CONTROL CONSOLE, PROMPTING STONECUTTER TO HEAD FOR THE MACHINE'S CORE CHAMBER TO ACTIVATE IT FROM THERE; THOR INTENDED TO PRESS ON, BUT XAVIER SENSED THAT JUGGERNAUT HAD REACHED THE CORE CHAMBER FIRST, HAVING BATTLED THROUGH DECAY AND CONQUEST TO GET THERE.

WHILE FIGHTING CARNIVORE, BOTH JUGGERNAUT AND HIS OPPONENT WERE PSYCHICALLY FELLED BY BEDLAM, WHO HOPED TO ELIMINATE TWO OF HER COMPETITORS. HOWEVER, JUGGERNAUT RECOVERED AND CONFRONTED STONECUTTER; AFTER A STRUGGLE, HE HURLED STONECUTTER INTO THE MACHINE'S CORE, DESTROYING IT AND SCATTERING THE EXEMPLARS ACROSS THE GLOBE. AS THOR SUMMONED A RAINSTORM TO EXTINGUISH THE MACHINE'S BURNING REMAINS, IRON MAN ARRANGED FOR TRANSPORT TO BRING THEM BACK HOME; XAVIER SENSED, HOWEVER, THAT JUGGERNAUT STILL LIVED ... MEANING THAT THE OTHER EXEMPLARS COULD YET RETURN TO MENACE HUMANITY...

MARVEL COMICS

GIANT-SIZED SPECTACULAR!

JUGGERNAUT™

THE EIGHTH DAY

APPROVED BY THE COMICS CODE AUTHORITY

#1

WWW.MARVEL.COM

PART 4 OF FOUR

ADAM KUBERT

SUNSERI

MARVEL COMICS

THE AMAZING SPIDER-MAN®

#12

WWW.MARVEL.COM

MACKIE

BYRNE

KRYSSING

RETURN OF THE SINISTER SIX!™

PART 1 OF 2

At a demonstration on Radiation, high school student PETER PARKER was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Petervowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility. Stan Lee Presents THE AMAZING SPIDER-MAN in:

ANOTHER RETURN OF THE SINISTER SIX!

WHY IS IT THAT MY DAYS *ALWAYS* HAVE TO BEGIN THIS WAY?

ALL I WANTED WAS TO MAKE AN EARLY EXIT FROM MY JOB AT *TRICORP*, SO I COULD GET HOME, GROVEL INTENSELY AND SEE IF MY SUPER-MODEL WIFE CAN FORGIVE ME FOR BEING SUCH A BIG FAT *LIAR!*

BUT NO.

MY BOSS CATCHES ME DUCKING OUT EARLY, GIVES ME ANOTHER LECTURE ABOUT HOW I'M SKATING ON THIN ICE UNLESS I START PAYING ATTENTION TO MY RESEARCH PROJECTS, AND THEN, WHEN I *DO* GET OUT THE DOOR...TWO HOURS LATER...

...I FIND *MYSTERIO*, MASTER OF ILLUSION, CONJURING SOME SORT OF MAJOR STORM ATOP THE WORLD TRADE CENTER AND SCARING A QUARTER OF THE CITY *HALF* TO DEATH!

SO NOW *I'M* GOING TO BE EVEN LATER... AND MARY JANE IS GOING TO BE EVEN *MORE* MAD AT ME... AND...

MYSTERIO?!

I THOUGHT HE WAS *DEAD!*

HOWARD MACKIE / JOHN L. BYRNE
story and art

BEATTY & RAMOS
inks

JOE ROSAS
colors

RICHARD STARKINGS & COMICRAFT'S TROY PETERI
letters

RALPH MACCHIO
editor

BOB HARRAS
chief

* See events in the now classic DAREDEVIL #7 -- Ralf-without-fear

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

ER... MYSTERIO...NO OFFENSE HERE, OR ANYTHING, BUT...

...WHAT'S GOING ON WITH YOU LATELY?

I MEAN... I HEARD YOU'D ***KILLED*** YOURSELF RIGHT IN FRONT OF DAREDEVIL... AND I ***KNOW*** THAT GUY DOESN'T FALL FOR THE ILLUSION THING TOO EASILY.

EXACTLY ***HOW*** HE DOES IT IS BEYOND ME!

BUT YOU KNOW...THAT WHOLE FLASH THOMPSON ***PERFECT WORLD*** THING...AND NOW ***THIS...WHATEVER THIS*** IS SUPPOSED TO BE?

WHAT'S GOING ON?

SPIDER-MAN, BY THE TIME YOU OR ANYONE ELSE UNEARTHS THE ***TRUTH...*** IT WILL BE FAR ***TOO*** LATE.

DID I KILL MYSELF IN FRONT OF DAREDEVIL? PERHAPS.

OR WAS THAT NOT ***ME?***

MAYBE THE MAN YOU HAVE KNOWN AS MYSTERIO ***IS*** DEAD AND I AM SOMEONE ELSE.

MAYBE I'VE NEVER BEEN WHO YOU THINK I AM.

MAYBE...

...IT'S TIME THAT I, TOO, ***DIE!***

NO!

I KNOW THIS ISN'T HAPPENING!

IT'S AN *ILLUSION!*

JUST LIKE THE STORM AND EVERYTHING ELSE ABOUT MYSTERIO!

THE GUY'S JUST PLAYING ME!

HE'S *NOT* FALLING!

HE'S *NOT* GOING TO *DIE!*

NOT ON *MY* WATCH --!

FWAM

FOOM

AND YET...

THERE'S SOMETHING DIFFERENT ABOUT HIM.

IT WAS TRUE EVEN THE LAST TIME I FACED HIM.

MAYBE... *NAH!*

HE'S DEAD!

SPIDER-MAN *KILLED* MYSTERIO!

JUST LIKE HE DID TO THAT JOEY Z GUY!

COME ON, PEOPLE! LET'S USE OUR *HEADS*. THIS IS *MYSTERIO!* MASTER OF *ILLUSION!* HE'S NOT DEAD --

WOOOOO

OKAY.

I'M JUST GOING TO LET THE POLICE SORT THIS WHOLE THING OUT.

WHY DO I EVEN BOTHER?

JONAH AND HIS EDITORIALS IN THE DAILY BUGLE HAVE GOT THIS ENTIRE CITY SO CONVINCED THAT I'M ONE OF THE *BAD GUYS* THAT IT DOESN'T MATTER *WHAT* I DO.

I'M NEVER GOING TO BE ACCEPTED AS A HERO.

AND HOW MUCH BETTER OFF WOULD I HAVE BEEN IF I'D JUST GIVEN UP THE WHOLE SPIDER-MAN THING?

A GOOD AND CHALLENGING JOB THAT I *LOVE!* A *GREAT* AND BEAUTIFUL WIFE THAT I LOVE EVEN *MORE!* MY LIFE WOULD BE *PERFECT*...

...EXCEPT FOR THE WEBS.

OH, WELL... TIME FOR GROVELING: STAGE TWO!

A SHORT TIME LATER...

HONEY, I'M...

...HOME? FOR THAT QUIET AND INTIMATE MAKE UP SESSION BETWEEN HUSBAND AND WIFE THAT ENDS IN LOTS OF HUGS AND KISSES AND TEARS OF JOY?

AUNT MAY? JILL? WHAT'S GOING ON HERE?

PETER! I WAS WONDERING WHEN YOU'D SHOW UP.

THIS WHOLE THING IS MJ'S AGENT'S DOING.

HMMPH! HE *SAYS* IT'S FOR HER OWN PROTECTION...WHAT WITH THE THREATENING PHONE CALLS AND THEN THE *HORRIBLE* INCIDENT YESTERDAY...BUT SHE CAN'T HELP THINK THAT HE SEES PUBLICITY POTENTIAL IN IT ALL.

LOOK AT ALL THOSE CAMERAS.

YOU SHOULD TALK TO MARY JANE, PETER. GET HER AWAY FROM ALL THIS.

YES, MA'AM. I'LL TRY.

See Amazing Spider-Man #11 -- Horrified Ralf.

JILL...

WHAT'S GOING ON? HOW ARE *YOU* DOING? ANY WORD FROM YOUR FATHER?

NO. THE MYSTERIOUS *ARTHUR STACY* IS STILL MISSING. BUT I AM NOT GOING TO WORRY ABOUT HIM. HE WON'T TELL ME ABOUT WHATEVER HISTORY EXISTS BETWEEN HIM AND SENATOR WARD, SO...

...I'M JUST NOT GOING TO WORRY THAT HE'S DISAPPEARED WITH A WHOLE BUNCH OF WEAPONS. I'M NOT... REALLY.

BESIDES, MJ NEEDS ME RIGHT NOW.

SHE NEEDS *BOTH* OF US.

GO! TALK TO YOUR WIFE. MAKE THINGS RIGHT BETWEEN YOU.

I'VE BEEN *TRYING.*

BACK OFF, BUDDY! NO ONE GETS TOO CLOSE TO MS. PARKER TODAY!

I'M HER --

HUSBAND. IT'S OKAY, GARTH. THANKS.

CAN WE TALK?

PETER...I DON'T KNOW... WE'VE GONE OVER IT ALL SO MANY TIMES BEFORE. I --

PLEASE?

WE CAN'T AVOID *TALKING,* MJ.

WE SEEM TO HAVE DONE A *PRETTY* GOOD JOB SO FAR.

TOUCHÉ.

YES...I DIDN'T TELL YOU ABOUT MY GETTING BACK INTO THE SPIDER-MAN COSTUME AFTER I'D SAID I'D QUIT.

YES...I *LIED* TO YOU, BUT...YOU'VE GOT A PROBLEM NOW. THIS *STALKER* IS DANGEROUS.

I WANT TO *HELP.* I WANT TO KEEP YOU SAFE.

YOU *MEAN* *SPIDER-MAN* WILL, DON'T YOU?

NOW WOULD THAT BE THE SPIDER-MAN I *KNOW*, OR THE ONE WHO *ISN'T* YOU?

WAIT!

MAYBE THEY'RE THE SAME!

I WOULDN'T KNOW!

MJ, IF YOU'D JUST LET ME EXPLAIN...

PETER, OUR LIFE TOGETHER HAS BEEN *NOTHING* BUT ENDLESS EXPLANATIONS.

I JUST DON'T WANT TO HEAR IT ANY MORE.

BEING MARRIED TO SPIDER-MAN IS WORSE THAN BEING MARRIED TO A POLICEMAN.

AT LEAST A POLICEMAN'S WIFE WOULD GET A *CALL* IN THE MIDDLE OF THE NIGHT.

I'M JUST TOO YOUNG...

...AND NOT IN THE MOOD.

NOW I'VE GOT TO GET BACK INSIDE. I'VE GOT THE PRESS...A PHOTO SHOOT...AND A FLIGHT IN A COUPLE OF DAYS...

ELSEWHERE...

THE BAR HAS NO NAME.

NO LIQUOR LICENSE.

AND A VERY SELECT, IF NEFARIOUS, CLIENTELE.

BAR

IT IS HERE THAT THE SANDMAN HAS CHOSEN THE FIRST OF SEVERAL VERY IMPORTANT MEETINGS HE WILL HAVE THIS EVENING.

SANDMAN!

I HEARD YOU WISH TO SPEAK WITH ME.

YEAH? WELL, I HEARD YOU WAS DEAD!

WHAT'S *THAT* ABOUT?

THESE THINGS HAPPEN.

OBSERVE.

HEY! AIN'T THAT A...

...GRENADE?!

BRAKOOOM

HE... HE...KILLED HIMSELF!

WHY'D HE WANNA GO AND DO A THING LIKE THAT?

SONUVAGUN! AND I HAD A BEAUTY OF A PROPOSITION FOR THE GUY!

WHY --

EXCUSE ME.

WHAT THE --?

WHAT IS YOUR PROPOSAL?

MYSTERIO? WHAT'S WITH THE SUICIDE BIT?

YOU WOULDN'T UNDERSTAND.

WHATEVER. I'VE GOT A JOB. IT'S A BIG ONE. AND I WANT TO PULL TOGETHER THE SINISTER SIX AGAIN.

I COULD NOT BE LESS INTERESTED.

ONE OF THE TARGETS IS OUR OL' BUDDY AND THE FIRST MASTERMIND BEHIND THE SIX -- DOCTOR OCTOPUS.

TELL ME MORE.

LATER...

TEN MINUTES AGO THIS FEDERAL RESERVE DEPOSITORY WAS ATTACKED BY SEVERAL HEAVILY ARMORED MEN.

THREE MINUTES AGO, BEFORE THE POLICE COULD ARRIVE, THE ROBBERS ESCAPED WITH SEVERAL MILLION DOLLARS WORTH OF CASH AND GOLD.

BUT THERE WAS MORE IN THE VAULTS THAN THEY COULD CARRY OFF.

NOW IT IS TIME FOR THE SCAVENGERS OF THE NIGHT TO ARRIVE.

NOW IS THE TIME OF...

...THE VULTURE!

SO THIS IS WHAT YOU'VE COME TO, HUH, VULTURE? PICKING AT THE LEFTOVERS OF OTHERS?

I EXPECTED BETTER OF SOMEONE AS SMART AS YOU, PAL!

YOU! WHAT DO YOU WANT, SANDMAN? PULL YOUR OWN HEISTS!

I'VE GOT A DEAL FOR YOU, TOOMES.

SOMETHIN' BETTER THAN THESE TABLE SCRAPS.

SOMETHIN' YOU SHOULD REALLY BE ABLE TO SINK YOUR TALONS INTO.

SPEAK TO ME.

IF I DON'T LIKE WHAT I HEAR -- I MAY PLUCK OUT YOUR EYES.

AND LATER STILL...

HAD TO GET OUT OF THERE TO CLEAR MY HEAD,

THERE'S NOT EVEN A *CHANCE* THAT MJ AND I COULD TALK THINGS THROUGH WITH ALL THOSE HANGERS ON LURKING AROUND.

I *KNOW* THIS WILL PASS. SHE AND I HAVE BEEN THROUGH WORSE... *MUCH* WORSE, BUT --

-- WHOA! WHAT WAS *THAT?* NOT MY SPIDER-SENSE, BUT... LIKE SOMEONE WALKING OVER MY GRAVE.

THAT WAS *TOO* WEIRD.

THIS STALKER THING HAS GOT ME SPOOKED. I FEEL SO HELPLESS...

VENOM, DOC OCK, GREEN GOBLIN -- THEM, I KNOW HOW TO HANDLE, BUT...

...ONE LONE NUT CASE AND I'M STUMPED.

I CAN'T HELP BUT THINK THAT IF I COULD FIND THIS GUY I COULD START MAKING THINGS RIGHT WITH MJ.

BUT *HOW* TO FIND HIM?

HE COULD BE RIGHT AROUND THE NEXT CORNER AND I WOULDN'T KNOW HIM IF I SAW HIM.

I'M GOING TO NEED SOME HELP.

IF ONLY *ARTHUR STACY* WAS AROUND. HE'S A PRIVATE EYE. HE'D KNOW WHAT TO DO.

HMM? ARTHUR? WELL...IF I CAN'T FIND THE STALKER...

...MAYBE IT'S TIME FOR ME TO TURN MY ATTENTION TOWARD ARTHUR AND HIS OBSESSIONS.

CENTRAL PARK.

A PLACE OF PREDATORS...

NO! LEAVE ME ALONE!

...PREY...

C'MON LADY. WE AIN'T GOIN' TO HURT YOU... MUCH!

...AND TONIGHT...

...THE HUNTER!

RUN.

SEPARATE IF YOU WILL.

ANY WHO ESCAPE THE PARK...

...WILL BE ALLOWED TO *LIVE.*

WHAT IS *THIS?*

YOU'RE *KRAVEN,* RIGHT? SECOND GENERATION THEY TELL ME.

I USED TA RUN WITH YER OLD MAN IN A GROUP CALLED THE *SINISTER SIX.*

WHY WOULD THIS CONCERN *ME?*

BECAUSE I'M HERE TO MAKE YOU AN OFFER 'A SOME PRETTY BIG GAME.

THE *BIGGEST.*

ALLOW ME TO FINISH UP *HERE...*

...*THEN* WE'LL TALK.

AT THAT MOMENT, AT THE NEW YORK OFFICE OF SENATOR STEWART WARD...

HOLD IT! FREEZE!

I DON'T THINK SO!

KR

AK

OH, SENATOR WARD! NICE OF YOU TO BE IN. YOU AND I NEED TO TALK!

SPIDER-MAN! WHY WOULD I --

BECAUSE ARTHUR STACY IS LOOKING FOR YOU! AND I WANT TO HELP YOU BEFORE HE FINDS YOU.

YOU THINK I'M CONCERNED ABOUT STACY? THAT OLD MAN! HE ISN'T WORTH THE --

WHAT? THE SWEAT ON YOUR BROW? YOU DO SEEM TO BE SWEATING, SENATOR.

COULD IT BE ALL THOSE ASSASSINATION ATTEMPTS?

WHY DOES EVERYONE WANT YOU DEAD, WARD?

WHAT IS IT ABOUT YOU?

YOU CAN'T BELIEVE EVERYTHING YOU HEAR. ESPECIALLY NOT FROM THE LIKES OF THOSE WITH WHOM YOU ASSOCIATE.

ARTHUR STACY IS A GOOD MAN. A MAN I WOULD TRUST WITH MY LIFE.

AND APPARENTLY HE'S NOT LOOKING TO TALK WITH YOU, WARD.

HE APPARENTLY HAS JOINED THOSE WHO WANT YOU DEAD.

MAYBE I SHOULDN'T TRY STOPPING HIM.

CONSIDER THIS A WARNING.

WE'LL SEE ABOUT THIS.

A SHORT TIME LATER...

HE IS CALLED ELECTRO.

CURRENTLY HE IS AT ONE WITH THE ELECTRICAL FIELD COVERING THIS SMALL SECTION OF EARTH.

HE CAN SENSE EVEN THE SMALLEST DISTURBANCE WITHIN IT.

AND STRIKE OUT WITH UNBRIDLED POWER!

OW!

CUT IT OUT, ELECTRO! IT'S ME! SANDMAN!

WHAT'S WRONG WITH YOU?! YOU GONE OFF THE DEEP END OR WHA --

GO AWAY.

YEAH, YEAH, YEAH! LISTEN...I'M PUTTIN' THE SINISTER SIX BACK TOGETHER AND --

I SAID...

...GO AWAY!

WILL YOU JUST LISTEN? WE'RE GOING TO KILL DOC OCK...MAKE LOTS OF MONEY... MAKE A NAME FOR OURSELVES! IT'LL BE US... NOT HIM!

YES.

BE IT EVER SO HUMBLE...

...THERE'S NO PLACE LIKE HOME.

ESPECIALLY IF IT COMES COMPLETE WITH ARMED BODYGUARDS WATCHING YOUR FRONT DOOR...

559

PRESS AND PAPARAZZI WATCHING *EVERYTHING* ELSE...

AND MORE GUESTS THAN YOU CAN SHAKE A STICK AT!

IT TOOK ME AN HOUR TO GET INTO MY OWN HOME TONIGHT.

HAD TO CHANGE OUT OF THE WEBS IN SOME DARK ALLEY AND *THEN* THE BODYGUARDS WANTED TO STRIP-SEARCH ME.

WOULD HAVE BEEN IN TROUBLE IF AUNT MAY HADN'T COME TO THE RESCUE.

BUT AT LEAST I'M GETTING SOME QUALITY TIME WITH MY WIFE!

IF QUALITY MEANS...

...NOT TALKING TO ONE ANOTHER.

I *LOVE* MJ AND I *HATE* WHAT THIS IS DOING TO US.

I KNOW WE'RE GOING TO GET THROUGH THIS, BUT...

...DOES IT *HAVE* TO BE THIS HARD! WE'RE JUST KIDS!

THIS IS SUPPOSED TO HAPPEN TO THE *OLD* MARRIED COUPLES. NOT US! WE'RE BARELY OUT OF BEING NEWLYWEDS!

MAYBE *THAT'S* WHY OUR LIVES ARE PULLING US IN SUCH DIFFERENT DIRECTIONS? WE'RE JUST SO YOUNG.

I CAN'T SLEEP.

SHE DOESN'T WANT TO TALK, SO...

...MIGHT AS WELL BE *PREDICTABLE* AND RESORT TO TYPE.

THE *WEB-SLINGING* TYPE!

ON THE *UPSIDE*...

I HOPE I PUT A MAJOR SCARE INTO WARD! THERE'S SOMETHING STRANGE -- AND DANGEROUS ABOUT HIM.

I'VE SAVED HIM FROM MURDER ATTEMPTS ON SEVERAL OCCASIONS AND HE'S STILL TRIED TO IMPLICATE ME IN THEM. TYPICAL POLITICIAN.

PETER...

...WHY DOES IT HAVE TO BE SO HARD?

THE WALL-CRAWLER WOULD BE PLEASED TO KNOW THAT SENATOR WARD ISN'T GETTING ANY SLEEP, EITHER...

WHERE IS HE?

I TOLD HIM I NEEDED TO SEE HIM NOW!

SLAM

I WILL NOT BE TREATED LIKE THIS.

I AM A UNITED STATES SENATOR!

I CAN --

WHAT...

CRASH!

...THE --?!

STEWART? YOU *CALLED* ME. AND *DOCTOR OCTOPUS* RARELY STANDS ON CEREMONY.

YES! I --

NO. THAT WAS *NOT* A QUESTION.

WE HAD AN UNDERSTANDING. YOU WERE *NEVER,* UNDER *ANY* CIRCUMSTANCE, TO *CALL* ME FROM YOUR OFFICE PHONE!

YOU SUMMONED ME FOR *THIS? RISKED* EVERYTHING FOR --

-- CORRECT ME IF I'M WRONG, BUT YOU *ALWAYS* KNEW STACY WOULD GO OVER THE EDGE, DIDN'T YOU? YOU *GOADED* HIM IN THIS DIRECTION. LEFT HIM NO CHOICE. WHY THE SUDDEN FEAR?

IT WAS SPIDER-MAN! HE CAME TO MY OFFICE TONIGHT! TOLD ME THAT ARTHUR STACY IS GOING TO TRY AND *KILL* ME!

I'M *SORRY!*

YOU *ARE* VALUABLE TO ME, STEWART... AND I *DO* WANT TO HELP YOU, BUT DO *NOT* TRY MY PATIENCE!

HE IS JUST AN ORDINARY MAN. HE IS *NOT* ME!

YOU DON'T KNOW HIM.

I WAS A FOOL TO PLAY THIS GAME WITH *HIM* OF ALL PEOPLE.

ENLIGHTEN ME ABOUT MISTER STACY...

...AND *MAYBE* I'LL ATTEND TO HIM FOR YOU.

I'M SORRY, JILL...PAUL...NOT EVEN SURE IF I CAN DO THIS.

ONLY I REALLY KNOW WHAT A THREAT WARD IS TO HUMANITY.

IT'S HIS LIFE AGAINST THE COUNTLESS MILLIONS HE MIGHT DESTROY.

THWAPP

SO, ARTHUR...

BUT DO I HAVE THE STRENGTH TO PULL THIS TRIGGER? DO I?

...FEEL LIKE *TALKING?*

THERE'S REALLY NOTHING TO TALK ABOUT.

SURE THERE IS! WE CAN START WITH THE GUN...

...MOVE ALONG TO THE BLACK PAJAMAS...

...AND *THEN* SQUEEZE IN THE WHOLE --

-- *ASSASSINATION* THING! OH, YEAH... IF YOU CAN THROW IN ANYTHING YOU'VE GOT ON WHAT AN ELECTED OFFICIAL IS DOING *HANGING* AROUND WITH DOC OCK, THAT WOULD BE NICE.

TELL ME ABOUT WARD, ARTHUR.

NO.

EXCUSE ME? LOOK, DON'T YOU THINK YOU OWE ME AT *LEAST* THAT MUCH? HOW BAD COULD IT BE?

VERY BAD.

I --

SPIDER-MAN, WHAT'S WRONG?

AND THAT MAKES NO SENSE AT ALL!

YOU STAY HERE!

THAT!

THAT BEING KRAVEN THE HUNTER LEADING A BAND OF HALF A DOZEN NINJA ASSASSINS OF THE HAND DOWN THE SIDE OF WARD'S BUILDING.

I'M GOING TO SEE IF I CAN FIND OUT WHAT IS GOING --

-- OH, BOY!

GOOD EVENING, SPIDER-MAN!

THIS *IS* A PLEASANT SURPRISE!

SHWAK

I WASN'T INFORMED THAT THE PICKINGS HERE TONIGHT WOULD BE *QUITE* SO BOUNTEOUS!

OH, COME *ON*, VULCHY! *GIANT* VULTURES!

THIS IS JUST RIDICULOUS!

YOU'VE *NEVER* HAD OVERSIZED BIRDS --

...BEFORE?

OH! I GET IT!

STARTING TO ALL BECOME CLEAR, WEBHEAD?

ARE YOU BEGINNING TO SEE EXACTLY WHO YOU ARE UP AGAINST?!

FRZZZAT

LIKE A BOLT OUT OF THE BLUE, ELECTRO!

SO NOW THE GOOD SENATOR HAS *REALLY* ATTRACTED THE BIG GUNS!

KRAVEN... VULTURE... ELECTRO... ILLUSORY BIRDS...

I *AM* SEEING A PATTERN HERE.

YEAH, WELL...YOU AIN'T GOIN' TO BE SEEING MUCH ELSE!

SANDMAN?! YOU TAKING *ANOTHER* PASS AT WARD?

YEAH... SURE...IF AT FIRST YOU DON'T SUCCEED...BLAH, BLAH, BLAH!

See Amazing Spider-Man #4 -- Rememberin' Ralf.

THIS WAS *NOT* PART OF THE PLAN, OCTAVIUS! DO *SOMETHING* ABOUT THIS!

THEY WERE *YOUR* TEAMMATES, WEREN'T THEY?

TEAMMATES IS AN OVERSTATEMENT. BUT *"WERE"* IS THE OPERATIVE WORD.

THE SINISTER SIX, AND I AM *ASSUMING* THERE ARE SIX OF THEM, WERE NOT BROUGHT TOGETHER BY ME.

OKAY, SO I'M A LITTLE OUTNUMBERED HERE.

I'VE HANDLED WORSE. AND I'VE TAKEN THESE LOSERS ON BEFORE COLLECTIVELY.

WHAT DO I DO FIRST?

FORMULATE A PLAN! YEAH! THAT'S IT!

SECOND...?

STOP TALKING TO MYSELF!

THIRD... FIND THE GUY RESPONSIBLE FOR THE GIANT BIRDS AND THE NINJA!

BINGO!

THE PLAN REALLY SEEMS TO BE COMING TOGETHER --

-- OOPS! FORGOT NUMBER FOUR!

STAY AWAY FROM THE GUY WEARING THE LEOPARD SKIN TIGHTS AND CARRYING THE *REALLY* SHARP KNIVES!

FINE!

ANY PLAN CAN STAND A LITTLE REFINEMENT!

I'M FLEXIBLE!

I CAN ADAPT! THINK ON THE RUN!

I...

...AM *STILL* TALKING TO MYSELF!

BAWHUMPF

MYSTERIO? I THOUGHT YOU...

NO. YOU *AREN'T* HIM, ARE YOU?

YOU WILL NOT LIVE LONG ENOUGH TO FIND OUT, OCTAVIUS.

COME HERE, SENATOR. YOU *DON'T* WANT TO SEE WHAT IS GOING TO HAPPEN NEXT!

ZZZAT

I'M GETTING *OUT* OF HERE! *THIS* WAS *NEVER* PART OF THE DEAL!

ANY OF THE DEALS!

YOU'RE A DEAL-MAKER, SENATOR...

...*AREN'T* YA?

SANDMAN! I DON'T KNOW HOW MUCH YOU'RE BEING PAID, BUT I'LL --

SAVE IT! THIS IS ABOUT MORE THAN MONEY! NOW THAT I WENT BACK TO MY OLD WAYS, I CAN KNOCK OVER A BANK WHENEVER I WANT.

THIS IS ABOUT GETTING OUT OF OCK'S REACH...

...OF PROVING TO HIM THAT HE *DOESN'T* CONTROL US...ANY OF US... AND PROVIN' THAT HE JUST DOESN'T KNOW *EVERYTHING!*

FINE! TAKE OCTOPUS! DO WHAT YOU WANT WITH HIM!

WHAT DOES THAT HAVE TO DO WITH ME?

OCK IS FOR FUN...*YOU* ARE FOR *MONEY!*

BUT DON'T WORRY, STEW... YOU'RE WANTED *ALIVE!*

AND *YET...HE* IS STILL WITHIN *MY* GRASP!

HEY! I --!

OW!

I ALWAYS WONDERED IF THAT SORT OF THING WOULD HURT!

GUESS I'VE GOT MY ANSWER, HUH?

YEAH...WELL I ALWAYS WONDERED IF I RIPPED YER ARMS OFF IF YA COULD...COULD...

COME ON! YOU CAN COME UP WITH A GOOD ONE! I'VE GOT *FAITH* IN YOU, SANDY. THERE'S A FUTURE FOR YOU IN STAND-UP COMEDY.

I'M GONNA --!

SEE! YOU WENT AND *LOST* IT!

ENOUGH OF THIS NONSENSE, SPIDER-MAN!

I REQUIRE YOUR AID.

EXCUSE ME? COULD YOU SPEAK UP A LITTLE?

DID YOU... *DOCTOR OCTOPUS...* SAY THAT YOU REQUIRE ME...THE *EVER-LOVIN' SPIDER-MAN...* TO HELP YOU?

YES.

WARD *CANNOT* BE ALLOWED TO BE CAPTURED!

I NEED YOU TO AID ME IN...IN GETTING... IN...

COME ON, OCK! YOU CAN SAY IT! OR HAVE YOU BEEN TAKING ELOCUTION LESSONS FROM THE SANDMAN?

INDEED I CAN!

HEY! WHAT HAPPENED TO MY "AIDING" YOU?

OH, YOU *WILL*, SPIDER-MAN!

FOR *NOW*, THE *PERFECT* OPPORTUNITY HAS ARISEN!

WHAT ARE YOU TALKING ABOUT --

-HUGPH!

HELLO, WEB-SLINGER!

I WAS IN THE NEIGHBORHOOD AND JUST STARTED COUNTING THAT THE *SINISTER SIX* SEEM TO BE SHY BY *ONE!*

SO...

...I WAS WONDERING IF ANYONE MINDED IF *WE* JOINED THE PARTY?

OUR STORY CONTINUES IN PETER PARKER #12
VENOM JOINS THE SINISTER SIX!
(HOW LONG IS THAT GOING TO LAST?!)

LEARN MORE ABOUT SENATOR WARD AND HOLD YOUR BREATH AS MARY JANE'S STALKER KICKS INTO OVERDRIVE
AND DON'T MISS:

THE BIGGEST SPIDEY/SINISTER SIX SLUGFEST EVER!

...QUENTIN BECK.

STUNT MAN.

ACTOR.

SPECIAL EFFECTS TECHNICIAN.

YOU ARE PROBABLY MORE FAMILIAR WITH THE CRIMINAL IDENTITY OF...

...MYSTERIO.

A LIFE, AND DEATH WHICH HAS BEEN PLAYED OUT AS AN OPEN BOOK AMONGST THE TABLOIDS, CRIME JOURNALS AND LESS REPUTABLE PAPERS.

BUT...

...CAN YOU BELIEVE ***EVERYTHING*** YOU READ?

WITH ***MYSTERIO...*** CAN YOU BELIEVE EVERYTHING YOU SEE? CAN YOU LEARN THE TRUTH WITHIN THE FICTION?

LET THERE BE LIGHT!

HOWARD MACKIE / SEAN PHILIPS
story and art

JOE ROSAS
colors

RICHARD STARKINGS & COMICRAFT'S TROY PETERI
letters

RALPH MACCHIO
editor

BOB HARRAS
chief

QUENTIN BECK WAS A PIONEER IN CINEMATIC SPECIAL EFFECTS WHEN GEORGE AND STEVE WERE STILL PRODUCING EIGHT MILLIMETER MOVIES FOR THEIR MOTHERS AND FATHERS.

NO ONE HELD A CANDLE TO THE GREAT QUENTIN BECK.

AND YET... THE SCANT RECOGNITION RECEIVED WAS CERTAINLY NOT SUFFICIENT.

THE BAR HAD TO BE RAISED.

MOVIES WERE NEVER GOING TO BE ENOUGH.

SPIDER-MAN BECAME THE CHALLENGE.

A CRIMINAL IDENTITY ADOPTED. TO BECOME HIM. THEN, TO BEAT HIM.

A REPUTATION BUILT.

THERE WERE DEFEATS.

AND THERE WERE OBSESSIONS AND PLANS...OH, SO MANY PLANS.

DAREDEVIL.

HE WAS TO SERVE AS THE PLATFORM FROM WHICH COULD BE LAUNCHED A THEATRICAL EXIT OF A LIFE TIME.

BUT *ULTIMATELY* QUENTIN BECK WAS TO GO OUT WITH A...

...BANG!

FAILURE.

OR *WAS* IT?

DID MYSTERIO REALLY DIE BY HIS OWN HAND THAT DAY?

OR WAS IT JUST ANOTHER IN A SERIES OF ILLUSIONS?

WHERE IN LIFE DOES THE ILLUSION END AND THE REALITY BEGIN?

OR MAYBE...JUST MAYBE...

...IN *DEATH* QUENTIN BECK HAS TRANSCENDED THE EARTHLY PLANE.

MAYBE...

...HE HAS BECOME MORE THAN HE COULD EVER HAVE DREAMED.

MAYBE...

...QUENTIN BECK *DID* DIE BY HIS OWN HAND THAT DAY.

BUT *MAYBE*... JUST MAYBE...

...MYSTERIO...

...LIVES ON!

IN WHICH CASE...

...WHO AM I?

THE END

MARVEL®

PETER PARKER™ SPIDER-MAN®

#12

WWW.MARVEL.COM

MACKIE

ROMITA JR

HANNA

PART 2 OF 2

RETURN OF THE SINISTER SIX!™

AN EARLY FALL MORNING IN NEW YORK CITY.

THE MOST HARDY COMMUTERS TRY TO BEAT THE RUSH AS THEY HEAD FOR THE SUBWAY AND WORK.

A NORMAL DAY IN THE BIG APPLE?

NOT TODAY.

NOT FOR MOST.

23ST STATION

AND CERTAINLY NOT FOR THE PARKER FAMILY.

BRAKOOM

THEN AGAIN... FEW DAYS ARE.

BRAAA

Ms. PARKER, THERE'S BEEN AN EXPLOSION IN THE BASEMENT OF THE BUILDING.

WE NEED TO GET YOU TO A SAFE LOCATION.

NOW.

WHAT? HOW?

MY AGENT PAID FOR SO MANY OF YOU BODYGUARDS THAT I THOUGHT MY *STALKER* COULD *NEVER* GET THIS CLOSE TO ME!

THESE THINGS HAPPEN, Ms. PARKER. NOW PLEASE... LET'S MOVE!

BUT *AUNT MAY..?*

SHE SPENT THE NIGHT IN QUEENS... REMEMBER? ***PLEASE,*** Ms. PARKER!

ELSEWHERE...

Heh, Heh, Heh!

YES, IS THIS THE *DAILY BUGLE* CITY DESK?

I'D LIKE TO REPORT SOME *BOMBINGS.*

AND I THOUGHT YOU PEOPLE MIGHT LIKE TO KNOW *WHY* THEY'RE HAPPENING.

AND *HOW* THEY CAN ALL STOP.

SUBWAY

PARKER BLDG

NEWSSTAND

EE SHOP

SHORT TIME LATER...

I WAS ALREADY OVER THIS WITH THE DETECTIVES, AGENT TAYLOR... I DON'T KNOW WHO COULD BE DOING THIS.

THAT'S *SPECIAL* AGENT *TELLER,* Ms. PARKER, AND I'M AFRAID YOU'RE GOING TO HAVE TO TELL ME AND SPECIAL AGENT WILSON ALL OVER AGAIN.

THAT'S RIGHT MA 'AM, AFTER TODAY'S BOMBINGS...

...THIS IS NO LONGER A *PERSONAL* MATTER. THERE WERE A LOT OF INNOCENT PEOPLE HURT TODAY.

AND THIS GUY IS TELLING THE BUGLE IT'S ONLY THE BEGINNING.

HE CLAIMS TO WANT YOU. OUR JOB...

...THE JOB OF THE F.B.I. IS TO MAKE SURE THAT HE DOESN'T GET TO YOU *OR* ANYONE ELSE.

DAILY BUGLE

SUPER MODEL STALKED BY MAD BOMBER

- STALKER SWEARS - "BOMBS WILL CONTINUE UNTIL SHE'S MINE"

BUT IN ORDER TO DO THAT WE NEED YOUR COOPERATION.

WHERE DO YOU WANT ME TO START?

THE CRANK CALLS? THE THREATS? THE BOMBING? IT'S ALL THERE IN THE REPORT I GAVE THE DETECTIVES. WHAT MORE CAN I TELL YOU?

WHAT ABOUT *SPIDER-MAN'S* INVOLVEMENT IN ALL THIS?

WE UNDERSTAND THERE WAS AN *INCIDENT* WITH HIM.

INCIDENT? HE SAVED MY LIFE WHEN THE BOMBINGS STARTED. TOOK ME TO SAFETY --

MIGHT THAT HAVE BEEN WHAT HE WANTED YOU TO BELIEVE. Ms. PARKER?

AND WHAT ABOUT YOUR HUSBAND... PETER PARKER, IS IT? WHERE IS *HE* THROUGH ALL THIS?

PETER? HE HAD SOME PERSONAL BUSINESS TO TAKE CARE OF TONIGHT.

I DON'T KNOW *WHERE* HE IS.

VENOM.

VENOM!

VENOM!

<ACK!?
I... THINK...
HE... WANTS...
TO... TALK...
TO YOU
<ACK!?

DOES HE NOW?

ANOTHER RETURN OF THE SINISTER SIX

PART 2 OF 2

HOWARD MACKIE
JOHN ROMITA Jr.
SCOTT HANNA
story and art

AND JUST *WHAT* WOULD *SANDMAN* AND HIS *NEW* WANT FROM *US?*

I *WANT* YOU TO STAY OUT OF OUR WAY.

DOCTOR OCTOPUS AND *SENATOR WARD* ARE OUR PRIMARY TARGETS.

YOU WANT TO KILL SPIDER-MAN... *DO* IT!

BUT BE QUICK AND LEAVE.

WE'VE GOT A JOB TO DO AND WE GOT NO INTEREST IN GETTIN' MIXED UP WITH THE LIKES OF *YOU!*

GREGORY WRIGHT & JOE ROSAS
colors

RICHARD STARKINGS & COMICRAFT'S LIZ AGRAPHIOTIS
letters

RALPH MACCHIO
editor

BOB HARRAS
chief

At a demonstration on Radiation, high school student PETER PARKER was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility. Stan Lee Presents: **SPIDER-MAN**

SILENCE.

THIS *MIST* OF *MYSTERIO'S* HAS ALLOWED OCTOPUS TO SLIP AWAY WITH WARD, BUT...

...THEY WILL *NOT* RUN...

...*FAR!*

SWHHHHH

THIS IS CRAZY!

I SHOULDN'T EVEN *BE* HERE! THE SINISTER SIX! VENOM!

LIKE I DON'T HAVE *ENOUGH* PROBLEMS IN MY *PERSONAL* LIFE RIGHT NOW!

AND I'M THINKING *BREATHING* IS RIGHT THERE ON THE TOP OF MY LIST!

WAIT! THERE'S SOMETHING *MORE!* IT'S A --

ARGH!

BOMB!?

FIRE!

MY SYMBIOTIC *OTHER* CANNOT STAND FIRE! I FEEL ITS *PAIN!*

YEAH, WELL... I'M NOT GOING TO LOSE ANY SLEEP OVER *THAT* ONE!

THAT SHOULD KEEP VENOM BUSY FOR A LITTLE WHILE. NOW TO SEE IF MY SAVIOR WAS...

...*ARTHUR STACY!* YOU, SIR, ARE A *LIFE SAVER!*

WHAT GOES AROUND *COMES* AROUND, SPIDER-MAN! AND I *STILL* OWE YOU A FEW.

NOW DOC OCK TOOK OFF WITH SENATOR WARD. IF WE *HURRY* WE CAN CATCH THEM AND --

NO, ARTHUR. *WE* CAN'T DO *ANYTHING.* I'M *NOT* GOING TO HELP YOU KILL WARD! WHAT IS YOUR PROBLEM WITH HIM?

I'M SORRY. I CAN'T TELL YOU. AND I *WON'T* LET YOU STOP ME FROM DOING WHAT HAS TO BE DONE.

I'M SORRY, TOO, ARTHUR. YOU'RE A GOOD MAN AND I'M NOT GOING TO LET YOU DO SOMETHING YOU'LL REGRET.

GO HOME, ARTHUR. YOUR DAUGHTER JILL IS A NERVOUS WRECK ABOUT YOU.

THWAP

AND GET *OFF* THIS ROOFTOP *FAST!* VENOM ISN'T GOING TO BE ANY TOO PLEASED THAT YOU GAVE *ME* A HAND IN GETTING AWAY.

WILL YOU LOOK AT THE BIG, BAD SUPER-VILLAIN...

...AFRAID OF A LITTLE *FIRE!* WHATTA SISSY!

LET ME GIVE YOU A *HAND*, TOUGH GUY!

AND TO THINK... I USETA HAVE NIGHTMARES ABOUT *YOU!*

DO NOT MOCK OUR *PAIN!*

I'VE GOT TO ADMIT IT *IS* A PRETTY SILLY WEAKNESS FOR AN ALLEGED SUPER-CRIMINAL TO HAVE.

AND IT IS ONE OF MY *FEW* WEAKNESSES...

...AS YOU *ALL* ARE GOING TO LEARN!

ACTUALLY, VENOM, ALL THAT'S GONNA HAPPEN IS THAT YOU AND YOUR CREEPY LIVING COSTUME ARE GOIN' TO LEARN A NEW DEFINITION 'O THE WORD *PAIN!*

THAT AND YOU'RE GOIN' TO SUCCEED IN EMBARRASSIN' YOURSELF IN FRONTA ALL THEM CIVILIANS DOWN THERE!

WE GOT NO PROBLEM WITH YOU. I DECIDED TO GET THE OL' GANG BACK TOGETHER TO TAKE DOWN OUR FORMER BOSS -- DOC OCK -- AND THAT ROTTEN POLITICIAN! HE'S HANGIN' OUT WITH -- STEWART WARD.

As seen in Amazing Spider-Man#12
-- Baker's Dozen Ralf

BUT IF YOU WANNA BE DIFFICULT... THE SINISTER SIX HAS GOT THE NUMBERS, THE EXPERIENCE AND THE *POWER* TO TAKE ON YOU AND A BOATLOAD'A *SYMBIOTES!*

WHEN YOU FACE US SANDMAN, YOU ARE OUT OF YOUR DEPTH.

FIRST WE'LL DEFEAT YOU, THEN SUCK YOUR SANDY BRAIN THROUGH YOUR SKULL.

ENOUGH!!

THANK YOU, ELECTRO.

NOW, SANDMAN, I BELIEVE WE HAD A *JOB* TO PERFORM?

DON'T YOU THINK WE SHOULD BE GETTING TO IT?

KRAKOOM

Er...YEAH... *YEAH* WE SHOULD!

WE DON'T UNDERSTAND WHY YOU'RE HERE, Mr. MYSTERIO.

...WORD AROUND TOWN WAS THAT YOU HAD *KILLED* YOURSELF!

See the now Classic DAREDEVIL#7 -- Classic Ralf.

YES... MY RECENT LIFE WOULD APPEAR TO BE A PUZZLE.

BUT, FOR NOW, MY IDENTITY... MY LIFE... MY DEATH... ARE ALL UP FOR SPECULATION... AND WILL REMAIN SO. IT MAKES ME HAPPY.

THE *ONLY* THING WE KNOW FOR SURE IS THAT WE HAVE BEEN CONTRACTED TO ELIMINATE SENATOR STEWART WARD AND OTTO OCTAVIUS.

YOU, VENOM, HAVE A FEW OPTIONS. JOIN US IN OUR ENDEAVOR...

...OR DISAPPEAR!

YOU'RE ASKING US TO *JOIN* YOU?

HEY! FISH BOWL HEAD! WHO DO YOU THINK YOU ARE?

I PULLED THIS OUTFIT TOGETHER. *I'M* CALLING THE SHOTS.

OF *COURSE* YOU ARE, SANDMAN. I WASN'T STEPPING ON TOES. I WAS ONLY TRYING TO AID YOU IN ACHIEVING OUR FINAL GOAL.

YEAH, WELL... IF YOU *WANT* TO HELP US, VENOM, *FINE!* BUT YOU GET PAID OUT OF *MYSTERIO'S* CUT! AND *STAY* OUT OF MY WAY!

OF *COURSE* WE WILL! JUST ONE THING... THE REST OF YOU CAN DO WHATEVER YOU WANT TO DO WITH OCTOPUS AND WARD, BUT...

...*SPIDER-MAN* IS *MINE!*

MY SPEAR FOUND ITS MARK. OCTOPUS IS BLEEDING. THE TIP WAS DRUGGED.

HE AND WARD WILL NOT GET FAR.

AT THAT MOMENT...

I'M AFRAID, Ms. PARKER, YOU ARE GOING TO HAVE TO REMAIN HERE TONIGHT.

EXCUSE ME? ABSOLUTELY *NOT*. I'VE GOT --

THIS IS *NOT* SUBJECT TO DISCUSSION, Ms. PARKER. THIS IS THE *SAFEST* PLACE FOR YOU RIGHT NOW AND --

BOOM

BOOM

BRA KOOM

WHAT THE--?

HOW COULD HE HAVE KNOWN WHERE WE WERE GUARDING HER?

HOW COULD HE HAVE KNOWN?

SHE'S MINE!

TELLER! SHE'S *GONE!*

"WHAT?

"GET HER BACK HERE -- *NOW!*"

TAXI!

THEY CAN'T PROTECT ME. NOT FROM HIM.

PETER IS THE ONLY ONE WHO COULD PROTECT ME -- AND I CAN'T DEAL WITH THAT RIGHT NOW. NOT AGAIN.

WHERE TO, LADY?

WHEREVER... JUST DRIVE.

SURE THING. IT'S YOUR MONEY.

HEY... WANT A LOLLIPOP?

ELSEWHERE...

STOP YOUR INFERNAL SQUIRMING, WARD!

THIS IS *NOT* AS SIMPLE AS IT APPEARS!

THEN PUT ME *DOWN*, OCTOPUS *NOW!*

YOU WANT TO BE DOWN, SENATOR..?

VERY... WELL...

OCTOPUS!

WHAT ARE YOU --?!

WE'RE *FALLING!*

THWIP

HAVING A PROBLEM, OCK?

EVER THE HERO TO FRIEND AND FOE ALIKE, SPIDER-MAN?

THWAP

WHAT IS GOING ON HERE, OCK? WHY DOES EVERYONE WANT WARD DEAD? WHY ARE *YOU* PROTECTING HIM FROM YOUR OWN GANG?

MY OWN GANG?

AND, WHILE I DO APPRECIATE YOUR HELPING THE SENATOR AND ME TO *ESCAPE*, I AM AFRAID IT WILL ALL BE FOR NAUGHT.

IT APPEARS THAT THE TOXIN ON KRAVEN'S LITTLE DART SEEMS TO HAVE TAKEN ITS TOLL ON ME... SANDMAN AND THE OTHERS WILL BE UPON US SHORTLY AND --

HOW PEDESTRIAN YOU MAKE IT SOUND. DO YOU REALLY BELIEVE THAT SIX SUCH POWERFUL AND CRIMINALLY LIKE-MINDED INDIVIDUALS COULD EVER BE A *GANG?*

WE WERE *NEVER* THE AVENGERS! WE WERE NEVER A *TEAM.*

I WAS ONLY ABLE TO LOOSELY HOLD THEM TOGETHER FOR *BRIEF* PERIODS OF TIME DUE TO MY SUPREME INTELLECT. I SINCERELY DOUBT THAT A BUMBLING NEANDERTHAL SUCH AS THE SANDMAN WILL BE AS SUCCESSFUL!

THE SENATOR IS *MY* BUSINESS, BUT... AND I GIVE YOU MY WORD ON THIS... YOU DO *NOT* WANT HIM FALLING INTO THE HANDS OF THE SINISTER SIX NOR THOSE FOR WHOM THEY WORK.

WHAT ABOUT, WARD?

THWAP

WHO DO THEY WORK FOR?

IF WE WAIT HERE LONG ENOUGH YOU CAN ASK THEM YOURSELF.

NEARBY...

THEY SEE JUST A TIRED AND WORN-OUT OLD GUY WITH A HOOK NOSE ... THE WEAKEST ONE OF US ALL.

KRAVEN. THE LAST OF A NOBLE LINE.

HE'S A HUNTER, PURE AND SIMPLE, AND AT HIS BEST WHEN RUNNIN' HIS PREY TO GROUND.

HE'S THE MAN I WANT ON POINT.

AND WITH THE VULTURE SCOUTING FROM THE AIR... WE'LL CATCH UP WITH OCK AND WARD SOON ENOUGH.

THE VULTURE... EVERYONE UNDERESTIMATES THE OLD BIRD.

NOT ME. I RESPECT THE GEEZER AND, MORE IMPORTANTLY... I'M A LITTLE SCARED OF HIM. HE MAY BE THE MOST VICIOUS ONE OF THE BUNCH. THE LAST ONE TO TURN YOUR BACK ON.

HE KNOWS HOW I FEEL... AND WE GET ALONG JUST FINE.

BUT KRAVEN AND THE VULTURE ARE THE ONLY TWO THAT I TRUST IN THIS NEW SINISTER SIX.

KRAVEN HAS HIS OWN CODE OF HONOR AND THE VULTURE... I THINK WE HAVE AN UNDERSTANDIN'.

SO I'VE GOT TWO TO WATCH MY BACK.

THE OTHERS...

THERE'S *SOMETHING* GOING ON WITH *MYSTERIO*...

I DON'T KNOW *WHAT*, BUT SOMETHING. HIS ILLUSIONS... EVERYTHING ABOUT HIM SEEMS... DIFFERENT.

AND HE'S GOT *ELECTRO* UNDER HIS WING.

THEY'RE DANGEROUS... AND *SMART*.

MYSTERIO'S TRYING TO CALL THE SHOTS, LEADING US IN HIS OWN DIRECTION.

HE THINKS I'M A MORON AND *THAT'S* FINE WITH ME. I'VE GOTTEN PRETTY FAR HAVIN' MY ENEMIES UNDERESTIMATE ME.

I'LL WATCH... AND WAIT.

AND HOPE *VENOM* DOESN'T KILL US ALL... OR AT LEAST KEEPS MYSTERIO AND ELECTRO ON THEIR TOES UNTIL I CAN FIGURE WHAT THEY'RE UP TO!

*M*EANWHILE...

OKAY, GUYS... LET'S TAKE IT NICE AND EASY OR WE'LL BE DOWN ON THE GROUND SOMETIME *AFTER* THE SINISTER SIX HAVE KILLED US *ALL!*

YOU THINK THIS IS *FUNNY?* I AM A UNITED STATES SENATOR! I AM GOING TO MAKE YOUR LIFE SO MISERABLE AFTER THIS!

TRUST ME... YOU'RE *WELL* ON YOUR WAY!

I --

*REPEAT... SOURCES WITHIN THE POLICE DEPARTMENT SAY THAT THE TERRORIST BOMBINGS WHICH PLAGUED THE CITY THIS MORNING WERE THE WORK OF A **STALKER** SEEKING TO GET TO SUPER-MODEL MARY JANE PARKER.*

THESE SOURCES ALSO TELL US THAT Ms. PARKER, WHOSE BUILDING WAS TARGETED BY THE ALLEGED STALKER, HAS LEFT POLICE PROTECTIVE CUSTODY.

MORE INFORMATION WILL BE PASSED ON AS IT BECOMES...

...AVAILABLE.

GOT TO GET TO MARY JANE! GOT TO FIND HER BEFORE --!

BUT, IF I LEAVE OCK AND WARD BEHIND... THE SINISTER SIX WILL FIND 'EM. BUT THEY'RE MY ENEMIES... DANGEROUS... STILL, I'D BE NO BETTER THAN *THEM* IF I JUST LEFT!

I *HATE* THIS!

THIS IS RIDICULOUS! I'VE HAD *ENOUGH!* *YOU* FIGHT SANDMAN AND THE REST, IF YOU WANT...

...*I'M* LEAVING!

WE HAD A *DEAL*, WARD!

DEAL? DO YOU KNOW HOW MANY DEALS I'VE MADE AND BROKEN THIS WEEK ALONE?

BESIDES... YOUR PART OF THE DEAL WAS TO KEEP ME ALIVE! YOU DON'T SEEM TO BE DOING TOO GOOD OF A JOB RIGHT NOW! *AND* I DON'T EVEN KNOW *WHY* EVERYONE WANTS ME! I'VE DONE --

SURE YOU DO, STEWART...

...YOU'VE ALWAYS KNOWN WHY YOU COULDN'T BE ALLOWED TO LIVE.

I'M JUST SORRY THAT IT TOOK THIS LONG AND THAT... IT HAD TO BE ME PULLING THE TRIGGER.

COME ON, ARTHUR! WE WERE FRIENDS!

YES... WE WERE.

ARTHUR! DON'T DO IT!

THIS IS NONE OF YOUR CONCERN, SPIDER-MAN.

JUST WALK AWAY... TURN YOUR BACK... OR TAKE ME TO THE POLICE WHEN IT'S OVER, BUT HE IS GOING TO DIE.

YOU HAVE NO IDEA WHAT HE'S DONE, OR WHAT HE IS CAPABLE OF DOING! THE DANGER!

NO MATTER WHAT IT IS... HE'S NOT WORTH IT. YOU'RE A GOOD MAN. LIKE YOUR BROTHER GEORGE WAS.

GEORGE... HE KNEW ABOUT WARD... HE'D UNDERSTAND WHY I HAVE TO DO THIS --

NO!

WHAT IS GOING ON?! ARTHUR! I KNOW YOU AND I'VE HAD OUR PROBLEMS IN THE PAST... WHEN WE WORKED FOR THE GOVERNMENT, BUT THIS... WHY DO YOU WANT ME DEAD?

WHAT ARE YOU TALKING ABOUT?

YOU REALLY DON'T REMEMBER... DO YOU?

REMEMBER *WHAT?* PLEASE... TELL ME WHAT'S GOING ON!

OOPS! SORRY, BUT...

...NO TIME FOR LONGWINDED SPEECHES!

WARD IS OURS. OCK DIES HERE. SPIDER-MAN...

...AS FAR AS I'M CONCERNED... YOU CAN SWING OUT OF HERE WITH THE *OLD* GUY!

NO! YOU SAID HE --

FWAM

I LIED!

GET USED TO IT! I'M THE BOSS.

YOU WERE NEVER GOING TO FIT IN WITH THIS LITTLE GROUP ANYWAY, VENOM!

BESIDES... I THINK I LIKE THAT WEB-HEADED WEASEL BETTER THAN *YOU!* THEM TEETH'A YOURS GIVE ME THE CREEPS!

SEE, I TOLD YOU IT COULDN'T HOLD TOGETHER. THE ONLY WAY OUT OF THIS SITUATION... THE ONLY WAY TO KEEP *ME* ALIVE... AND WARD OUT OF THE HANDS OF --

-- TO KEEP WARD AWAY FROM THOSE WHO SEEK HIM... IS TO PLAY THEM ONE AGAINST THE OTHER.

I HAVE NO TIME FOR THIS.

MJ NEEDS ME...

...AND THIS IS JUST BAD GUYS VERSUS BAD GUYS.

BUT OCK ISN'T TELLING ME SOMETHING ABOUT WARD. SOMETHING BIG.

AND THAT'S GOTTA HAVE SOMETHING TO DO WITH WHY ARTHUR STACY WANTS WARD DEAD.

WHAT DO I DO?

ELSEWHERE...

DAILY BUGLE

EXCUSE ME! WHY ARE WE PARKING IN FRONT OF THE *DAILY BUGLE?* I DIDN'T ASK YOU TO BRING ME *HERE.*

AND WHY WON'T THIS DOOR OPEN? *THIS* IS *NOT* WHERE I WANTED TO GO!

BUT *THIS* IS WHERE I WANTED TO TAKE YOU.

THIS IS WHERE I WANT TO PROVE MY *LOVE* TO YOU AND TO THE WORLD!

YOU! YOU'RE THE -- THAT'S A *BOMB!*

YES IT IS.

NOW ARE YOU *SURE* I CAN'T OFFER YOU A LOLLIPOP?

MEANWHILE, SPIDER-MAN HAS HIS OWN HANDS QUITE FULL...

I DON'T NEED THIS! NOT NOW!

BUT I'VE GOT TO TRUST THAT MJ IS GOING TO BE OKAY WITHOUT ME.

AND, EVEN IF I WAS WILLING TO LET OCTOPUS AND WARD TWIST IN THE WIND...

...I CAN'T LEAVE ARTHUR HERE TO FACE THE SINISTER SIX.

JUST GOTTA TRY AND MAKE IT FAST --

-- AND HOPE THAT WHAT VENOM DOES CAUSES ENOUGH OF A DISTRACTION TO ALLOW ME TO SNEAK EVERYONE OUT OF HERE UNHARMED.

SURE... SHOULD BE SIMPLE! STAY ALIVE...

...SAVE ONE OF YOUR MOST HATED ENEMIES...

...AND A UNITED STATES SENATOR...

...FROM SIX OF THE MOST DEADLY FOES YOU'VE EVER FACED...

...AND WRAP IT UP IN TIME TO SCOUR THE CITY, FIND YOUR WIFE, BEFORE HER MAD BOMBER STALKER DOES...

...FIX YOUR MARRIAGE...

...SEE IF YOU STILL HAVE A JOB...

...AND TRY TO DO IT ALL WITHOUT GETTING KILLED!

NOW... DYING IS BAD... WHY?

DON'T HAVE TIME TO PONDER THE IMPONDERABLES.

OCTOPUS! THEY'RE GETTING *PAST* HIM!

YOU *PROMISED* THAT YOU... THAT... YOU'D...

...I'M FEELING... STRANGE... HOT... I -- ...WHAT'S... HAPPENING..?

NO! NOT *NOW!* THIS *CAN'T* BE HAPPENING!

WHAT..? WHAT... IS...

SKZZAKK

...HAPPENING...

...TO...

...ME!

SPIDER-MAN!

STOP HIM!

STOP HIM NOW, OR... ...WE ARE ALL DEAD!

EXCUSE ME?

DID I *MISS* SOMETHING?

THE U.S. SENATOR IS... WHAT? SOME SORT OF ALIEN?

ARTHUR... MAYBE *NOW* WOULD BE A GOOD TIME FOR EXPLANATIONS?

NO. IT'S TOO *LATE* FOR THAT NOW.

WONDERFUL! *MORE* PUZZLES!

YOU AND I ARE GOING TO HAVE TO HAVE A *SERIOUS* TALK, SIR.

BUT *NOT* RIGHT NOW.

RIGHT NOW I...

...HAVE TO JUMP INTO SOME SORT OF WEIRD ENERGY THING AND TRY TO RESCUE SIX OF MY ENEMIES...

...ALL OF WHOM WOULD JUST AS SOON SEE *ME* DEAD... FROM A UNITED STATES SENATOR!?

Oh... *THAT* MAKES SENSE!

WA-ROOM

WARD? THAT WAS WARD?

ELECTRO... NOW!

YES, MYSTERIO...

...IT WILL BE DONE!

WHAT...

...IS...

...HAPP --

-- I REMEMBER.

FRZZZAT

FWOOM

WE WILL ALL LIVE TO REGRET THIS DAY, SPIDER-MAN.

TAKE MY WORD FOR IT.

Huh?

THAT'S IT?

WARD DISAPPEARS AND THE SINISTER SIX ALL SLINK OFF TO NURSE THEIR WOUNDS?

YOU HAVE NO IDEA WHAT THEIR ENCOUNTER WITH WARD TOOK OUT OF THEM, SPIDER-MAN.

BUT YOU DO?

UNFORTUNATELY... YES. AND IT'S BETTER THAT YOU NOT KNOW.

NOT IF YOU EVER WANT TO SLEEP AGAIN.

GO TO YOUR LIFE, YOUNG FELLA. YOU DO HAVE ONE, DON'T YOU?

SURE I'VE GOT --

-- MJ! GOT TO GO --

ANOTHER DAY... SPIDER-MAN. ANOTHER TIME TO EAT YOUR BRAINS! YUM!

A SHORT TIME LATER...

DAILY BUGLE

DON'T STRUGGLE, MY LOVE...

POLI

...IT WILL *ALL* BE OVER VERY SHORTLY! YOU AND I WERE *DESTINED* TO BE TOGETHER... FOR ETERNITY!

NO!

YOU ARE *MINE!*

COME BACK!

CLEAR THE AREA!

HE'S GOT A -- -- BOMB!

KRAH!

FRAKOOM

MARY JANE... I TRIED TO GET HERE SOONER, BUT --

DON'T.

PLEASE.

JUST DON'T.

I...

A SHORT TIME LATER...

WE *DID* IT, ELECTRO.

BUT *WHAT* DID WE DO?

SOON YOU, AND THE WORLD, WILL FIND OUT. VERY SOON.

END

Each Day A Grain of Sand Through Life's Hourglass

THE TIME: A SCANT FEW MONTHS AGO.

THE PLACE THE SYMKARIAN EMBASSY IN NEW YORK CITY, STAGING BASE FOR THE TEAM OF INTERNATIONAL MERCENARIES KNOWN AS THE WILD PACK.

EVENING, MISTER SANDMAN.

EVENIN' MORTY. AN' CALL ME BAKER. Mr. BAKER.

GOING OUT, ARE YOU? THOUGHT FOR SURE YOU'D BE STICKING AROUND FOR THE BIG SOIREE IN HONOR OF THE WAKANDAN AMBASSADOR.

Nah. THAT SORTA RITZY SHINDIG AIN'T REALLY MY SPEED, KNOW WHAT I MEAN?

TOM BREVOORT WRITER GEOF ISHERWOOD PENCILER ROD RAMOS INKER
JOHN KALISZ COLORS RS/COMICRAFT/LA LETTERS RALPH MACCHIO EDITOR BOB HARRAS CHIEF

FIGURED I'D HEAD OUT TO MY APARTMENT FOR THE WEEKEND, TAKE CARE OF A COUPLE THINGS I'D LEFT LYING.

SEE YA 'ROUND.

AW, NUTS.

FIGURES! AN' I WAS IN THE MOOD FOR A WALK, TOO!

TAXI! HEY, CAB!

WHERE TO -- SAY, AREN'T YOU --?

THAT'S RIGHT, PAL. I'M THE SANDMAN! TOUGHEST MOOK TO EVER EARN HISSELF A PRESIDENTIAL PARDON!

BUT I'M GONNA WIND UP THE MUDMAN IF I GOTTA STAND AROUND HERE MUCH LONGER!

SO HOWS-ABOUT WE CONTINUE THIS THRILLING LITTLE TETE-A-TETE ON THE WAY TO THE LOWER EAST SIDE?

NO NEED TO TROUBLE YOURSELF FURTHER, DRIVER.

PSASST

AAGKK!

ARRANGEMENTS FOR MY ASSOCIATE'S TRANSPORT HAVE ALREADY BEEN MADE.

SKREEEE

HE'LL BE FLYING... ON THE WINGLESS WINDS OF MORPHEUS...

AWAKEN, SANDMAN!

Huh? WHAT?

YOU -- THE WIZARD!

INDUBITABLY.

DON'T BOTHER TRYING TO SIT UP, MY FRIEND. IT WAS CHILD'S PLAY FOR ONE OF MY INTELLECT TO DEVISE A "GENETIC STRAIT-JACKET" THAT WILL PREVENT YOUR SANDY FORM FROM ALTERING ITS SHAPE IN ANY WAY FOR SOME HOURS TO COME.

REGRETTABLY, IT WILL ALSO MAKE SPEECH ON YOUR PART RATHER DIFFICULT AS WELL.

WHAT'RE YOU AFTER?

WHY, I'M HERE TO HELP YOU, OF COURSE.

SURELY YOU RECOGNIZE MY ID MACHINE -- THE VERY DEVICE WE ONCE USED TO CHANGE THE PERSONALITY OF THE BESTIAL THING --

-- TO TURN HIM AGAINST HIS PARTNERS IN THE FANTASTIC FOUR!

BUT TODAY, I DIRECT IT TO A MORE ALTRUISTIC END...

...THE SALVATION OF FLINT MARKO!

WHUZZAT?

In FANTASTIC FOUR #41-43 -- TurneOut Ralf.

YOU REMEMBER FLINT MARKO, DON'T YOU, SANDMAN?

I MOST CERTAINLY DO.

HE BURST DRAMATICALLY ONTO THE SCENE, ASCENDING QUICKLY TO THE PINNACLE OF THE CRIMINAL AUTHORITIES' MOST-WANTED LISTS.

AND WHEN A FLUKE OF SCIENCE TRANSMITTED HIS ATOMIC STRUCTURE INTO SOMETHING RESEMBLING LIVING, AMBULATORY SAND...

...HE TURNED HIS NEWFOUND POWER TOWARDS EVEN GREATER ACTS OF CRIME AND LARCENY!

I FOUND IN HIM A POWERFUL, DANGEROUS ALLY AS A MEMBER OF MY FRIGHTFUL FOUR!

I COULD NEVER ADMIRE HIS THUGGISH INTELLECT... BUT I COULD -- AND DID -- FIND MERIT IN HIS TENACITY, CUNNING, AND BRUTAL KILLER INSTINCT.

HE WOULD BE PROFOUNDLY EMBARRASSED BY THE MAN WHO LIES HERE BEFORE ME!

Ah, BUT THAT'S NOT REALLY YOUR FAULT, IS IT, BAKER?

I HEARD THE TALE THROUGH THE UNDERWORLD GRAPEVINE. HOW A SKIRMISH BETWEEN YOU AND THE LIQUIDIC HYDRO-MAN --

-- RESULTED IN YOUR BEING COMBINED INTO A SINGLE, HORRIFIC, MINDLESS ENTITY. I IMAGINE IT WAS QUITE TRAUMATIC...

...SO MUCH SO THAT YOUR BRUISED, BATTERED EGO SOUGHT SHELTER FROM THE PAIN!

MY ANGER, MY HATRED, USED TO SUSTAIN ME -- AND KEEP ME GOING --

-- BUT I'M OVER THAT NOW! I JUST FEEL DRAINED, SPENT... AND SO BLASTED WEARY!

IT CREATED THE RIDICULOUS PERSONA OF WILLIAM BAKER, WHICH SOUGHT TO MAKE UP FOR YOUR LIFE BEYOND THE LAW...

...BY JOINING THE EMPLOY OF SILVER SABLE -- AND EVEN BECOMING A RESERVE AVENGER! LUDICROUS!

In AMAZING SPIDER-MAN #217-218 -- Mindless Ralf.

I HAD BEEN PERFECTLY CONTENT TO LEAVE MATTERS AS THEY WERE. AFTER ALL, I HAD MY OWN SCHEMES TO ATTEND TO.

HOWEVER, AN OPPORTUNITY -- AN ALLIANCE -- HAS PRESENTED ITSELF. AND YOUR REPUTATION AS A TRUSTED MEMBER OF SILVER SABLE'S WILD PACK WOULD BE A GREAT ASSET TO MY PLANS.

AND, I MUST CONFESS, I MISS THE TRUE FLINT MARKO. ONE IN MY LINE OF ENDEAVOR MAKES SO FEW ACQUAINTANCES OF LASTING CONSEQUENCE...

...AND YOUR REPLACEMENTS IN THE FRIGHTFUL FOUR...

...HAVE LACKED THE SANDMAN'S NEANDERTHAL PANACHE!

WHAT'RE YA GONNA DO?

I SHALL USE MY ID MACHINE TO HEAL YOUR FRACTURED PSYCHE -- TO RESTORE THE TRUE FLINT MARKO!

BUT ALAS -- FOR THE SANDMAN TO LIVE, WILLIAM BAKER ***MUST DIE!***

THIS WILL LIKELY NOT BE PLEASANT.

BUT THE MARKO I KNOW WOULD HAVE NO TROUBLE ENDURING THE PAIN! HE WAS AMONG THE TOUGHEST MEN I KNEW.

WIZARD -- DON'T DO THIS!

NNGH!

TRUST ME, SANDMAN!

IT'S FOR YOUR OWN GOOD...

...AND, MORE IMPORTANTLY, FOR MINE!

TURN IT OFF, WIZARD! TURN IT OFF!

I'M'NA KILL YOU FOR THIS...

...I'LL KILL YOU...

WZAAK!

MAGNIFICENT! YOU FORCIBLY OVERRODE THE LOCK I'D PLACED ON YOUR GENETIC STRUCTURE!

GLAD YOU APPROVE, PINHEAD...

...'CAUSE I AIN'T BEGUN TA SHOW YOU WHAT THE SANDMAN'S CAPABLE OF!

YOU THINK I AIN'T ON TO YOU? YOU THINK I DON'T KNOW WHAT YOU'RE AFTER?

FLINT MARKO AIN'T GONNA BE YOUR PATSY ANYMORE, WIZARD! I DON'T NEED YOU TO BE AN OPERATOR -- DON'T NEED ANYBODY!

NEXT TIME I LAY EYES ON YOUR FACE, I'M TAKIN' YOUR LIFE! AN' YOU'LL NEVER SEE IT COMING!

SO HERE'S A LITTLE ADVICE FROM YOUR "OLD PAL", THE SANDMAN...

...BE CAREFUL WHERE YOU STEP!

WELCOME BACK... FLINT!

EMBASSY'S AS GOOD A PLACE AS ANY TA HOLE UP, 'TIL I FIGURE MY NEXT MOVE...

WHY... Mr. BAKER!

I DIDN'T EXPECT TO SEE YOU BACK SO SOON!

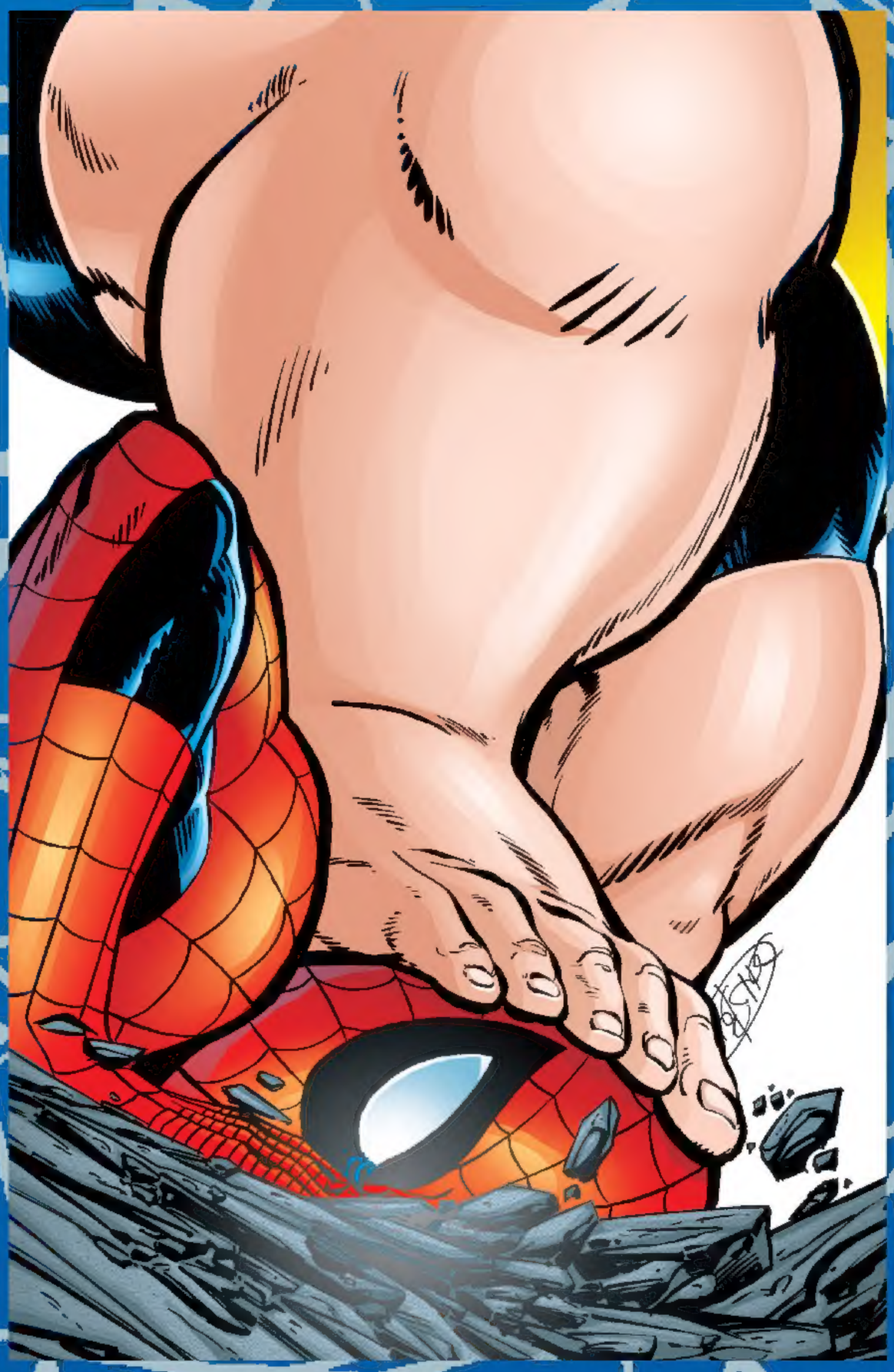
I HAD...

...I HAD A CHANGE OF MIND.

AND DON'T CALL ME BAKER!

I'M... THE SANDMAN!

END



The new era of friendly neighborhood excitement continues!

There may not be another "next chapter" in the life of the Amazing Spider-Man if the villains in this volume get their way! Featuring such classic antagonists as Kraven the Hunter, Dr. Octopus, the Vulture and the Blob — not to mention alternate versions of Green Goblin, Electro and the Red Skull — this riotous roster reads like a veritable who's who of Spider-rogues! Plus: the return of Venom!

Collecting *Amazing Spider-Man (1999) #7-12*, and *Peter Parker: Spider-Man (1999) #7-12* and *Annual '99* — written by Howard Mackie and J.M. DeMatteis; and illustrated by John Byrne, John Romita Jr., Liam Sharp and Al Rio.

T

MARVEL